DRAFT RED HERRING PROSPECTUS
Dated June 30, 2026
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Issue

(*Please scan this QR code to view this Draft Red Herring Prospectus and the Draft Abridged Prospectus*)

TMC TRANSFORMERS (INDIA) LIMITED

CORPORATE IDENTITY NUMBER: U29299GJ2009PLC107122

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, Vadodara-391510, Gujarat, India,	Khushali Patel, Company Secretary and Compliance Officer	**Tel:** +91 74350 00215 **Email:** cs@tmc-india.com	www.tmc-india.com

OUR PROMOTER: HRIDAY NARAYAN R SHUKLA

DETAILS OF THE ISSUE

Type	Fresh Issue Size***	Offer For Sale Size	Total Issue size***	Eligibility and Reservation
Fresh Issue	Up to [●] Equity Shares of face value of ₹ 10 each aggregating to ₹ 5,500.00 million	Not applicable	Up to [●] Equity Shares of face value of ₹ 10 each aggregating to ₹ 5,500.00 million	The Issue is being made pursuant to Regulation 6 (2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**") as our Company does not fulfil the requirements under Regulation 6(1)(a) of SEBI ICDR Regulations. For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Issue*" on page 412. For details in relation to share reservation among Qualified Institutional Buyers ("**QIBs**"), Retail Individual Bidders ("**RIBs**"), Non-Institutional Bidders ("**NIBs**") and Eligible Employees, see "*Issue Structure*" on page 429.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 each. The Floor Price, Cap Price and the Issue Price, determined by our Company, in consultation with the Book Running Lead Managers ("**BRLMs**"), in accordance with SEBI ICDR Regulations, and on the basis of the assessment of market demand for Equity Shares by way of the Book Building Process, as stated in "*Basis for Issue Price*" on page 140 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 22.

ISSUER'S 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 Issue, which is material in the context of the Issue, 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.

LISTING

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

BOOK RUNNING LEAD MANAGERS			
Logo and Name of Book Running Lead Managers		**Contact Person**	**Email and Telephone**
ANANDRATHI INVESTMENT BANKING	**Anand Rathi Advisors Limited**	Shivani Tapadia / Dhruv Goswamy	**E-mail:** tmc.ipo@rathi.com **Tel:** +91 22 4047 7000
Intensive	**Intensive Fiscal Services Private Limited**	Harish Khajanchi / Anand Rawal	**E-mail:** tmc.ipo@intensivefiscal.com **Tel:** +91 22 2287 0443
REGISTRAR TO THE ISSUE			
Logo of the Registrar	**Name of Registrar**	**Contact Person**	**Email and Telephone**
MUFG MUFG Intime	**MUFG Intime India Private Limited** *(formerly Link Intime India Private Limited)*	Shanti Gopalkrishnan	**Tel:** +91 810 811 4949 **E-mail**: tmctransformers.ipo@in.mpms.mufg.com

BID/ ISSUE PROGRAMME					
ANCHOR INVESTOR BID/ ISSUE PERIOD	**[●]***	**BID/ISSUE OPENS ON**	**[●]**	**BID/ISSUE 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/ Issue Opening Date.*

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

*** *Our Company, in consultation with the BRLMs, may consider an issue of Specified Securities aggregating up to ₹ 1,100.00 million ("**Pre-IPO Placement**"), as may be permitted under applicable law, at our discretion, prior to filing of the Red Herring Prospectus with the RoC. 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 Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Issue in compliance with applicable law. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety). 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 the Prospectus.*

^ *UPI mandate end time and date shall be at 5:00 pm on the Bid/ Issue Closing Date.*

DRAFT RED HERRING PROSPECTUS
Dated June 30, 2026
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC)*
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Issue

TMC TRANSFORMERS (INDIA) LIMITED

Our Company was incorporated as "*TMC Transformers (India) Private Limited"* under the provisions of the Companies Act, 1956, pursuant to certificate of incorporation dated February 18, 2009, issued by the Assistant Registrar of Companies, Andhra Pradesh at Hyderabad. The registered office of our Company was shifted from the state of Telangana to the state Gujarat pursuant to a resolution passed by our Shareholders on November 02, 2018, and a certificate of registration dated March 18, 2019, pursuant to order of the Regional Director, Hyderabad, India dated January 11, 2019. Subsequently, our Company was converted into a public limited company pursuant to resolutions passed by our Board on April 20, 2025, and our Shareholders on May 28, 2025, consequent to which its name was changed to "TMC Transformers (India) Limited", and a fresh certificate of incorporation was issued on June 11, 2025 by Registrar of Companies, Central Processing Centre. For details in relation to the changes in the name and the Registered Office of our Company, see "*History and Certain Corporate Matters - Brief History of our Company*" on page 284.

Registered and Corporate Office: Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, Vadodara- 391510, Gujarat, India
Contact Person: Khushali Patel, Company Secretary and Compliance Officer; **Tel:** +91 74350 00215
E-mail: cs@tmc-india.com; **Website**: www.tmc-india.com; **Corporate Identity Number:** U29299GJ2009PLC107122

OUR PROMOTER: HRIDAY NARAYAN R SHUKLA

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF TMC TRANSFORMERS (INDIA) LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ 5,500.00 MILLION (THE "ISSUE").

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

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A PRE-IPO PLACEMENT UP TO ₹ 1,100.00 MILLION, AS MAY BE PERMITTED UNDER APPLICABLE LAW, AT OUR DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. 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 ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED. THE UTILISATION OF THE PROCEEDS RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE DONE TOWARDS THE OBJECTS OF THE ISSUE IN COMPLIANCE WITH APPLICABLE LAW. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20.00% OF THE SIZE OF THE ISSUE. PRIOR TO THE COMPLETION OF THE ISSUE, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE ISSUE OR THE ISSUE MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. OUR COMPANY SHALL REPORT ANY PRE-IPO PLACEMENT TO THE STOCK EXCHANGES, WITHIN 24 HOURS OF SUCH PRE-IPO PLACEMENT (IN PART OR IN ENTIRETY). 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 THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS, AND WILL BE ADVERTISED IN ALL EDITIONS OF THE [●], AN ENGLISH NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION AND [●] EDITION OF [●], A GUJARATI DAILY NEWSPAPER WITH WIDE CIRCULATION (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

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

The Issue is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Issue is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations, through the Book Building Process wherein not less than 75% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (such portion referred to as "**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 (the "**Anchor Investor Portion**"), of which 40% shall be reserved as follows: (i) 33.33% shall be available for allocation to domestic Mutual Funds; and (ii) 6.67% for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the price at which Equity Shares are allocated to Anchor Investors ("**Anchor Investor Allocation Price**"), in accordance with the SEBI ICDR Regulations and any under-subscription of 6.67% of the Anchor Investor Portion reserved for Life Insurance Companies and Pension Funds, may be allocated to domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (excluding 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue 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. If at least 75% of the Net Issue cannot be Allotted to QIBs, then the entire Bid Amount (as defined hereinafter) will be refunded forthwith. Further, not more than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹1.00 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not more than 10% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily use the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts, and UPI ID in case of UPI Bidders, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as applicable, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For further details, see "*Issue Procedure"* on page 433.

DRAFT RED HERRING PROSPECTUS
Dated June 30, 2026
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100% Book Built Issue

RISKS IN RELATION TO FIRST ISSUE
This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10. The Floor Price, Cap Price and the Issue Price, as determined by our Company, in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in "*Basis for Issue Price"* on page 140 should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.
GENERAL RISK
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares have not been recommended or approved by the 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 22.
ISSUER'S 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 Issue, which is material in the context of the Issue, 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.
LISTING
The Equity Shares 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 listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Issue, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 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 up to the Bid/ Issue Closing Date, see "*Material Contracts and Documents for Inspection*" on page 475.

BOOK RUNNING LEAD MANAGERS		**REGISTRAR TO THE ISSUE**
Anand Rathi Advisors Limited 11th floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel West, Mumbai, 400 013, Maharashtra, India **Tel:** +91 22 4047 7000 **E-mail**: tmc.ipo@rathi.com **Website**: www.anandrathiib.com **Investor Grievance E-mail**: grievance.ecm@rathi.com **Contact Person**: Shivani Tapadia / Dhruv Goswamy **SEBI Registration No:** INM000010478	**Intensive Fiscal Services Private Limited** 914, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai, 400 021, Maharashtra, India **Tel:** +91 22 2287 0443 **E-mail**: tmc.ipo@intensivefiscal.com **Website**: www.intensivefiscal.com **Investor Grievance E-mail**: grievance.ib@intensivefiscal.com **Contact Person**: Harish Khajanchi / Anand Rawal **SEBI Registration No:** INM000011112	**MUFG Intime India Private Limited** *(formerly Link Intime India Private Limited*) C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India **Tel:** ++91 810 811 4949 **E-mail:** tmctransformers.ipo@in.mpms.mufg.com **Investor Grievance E-mail**: tmctransformers.ipo@in.mpms.mufg.com **Website**: www.in.mpms.mufg.com **Contact Person:** Shanti Gopalkrishnan **SEBI Registration No.:** INR000004058

BID/ISSUE PROGRAMME					
ANCHOR INVESTOR BID/ ISSUE PERIOD	[●]*	**BID/ ISSUE OPENS ON**	[●]	**BID/ ISSUE CLOSES ON**	[●]**^

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

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

^ *UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless otherwise specified or the context otherwise indicates, requires or implies, shall have the meanings as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be deemed to include all amendments, supplements, re-enactments and modifications thereto, from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time thereunder.

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, SEBI Listing Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable. Further, the Issue related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

Notwithstanding the foregoing, the terms used in "Objects of the Issue", "Basis for Issue Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Restated Consolidated Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Other Regulatory and Statutory Disclosures", and "Description of Equity Shares and Terms of Articles of Association Interpretation" on pages 117, 140, 152, 157, 277, 284, 311, 397, 403, 412 and 454 respectively, shall have the respective meanings ascribed to them in the relevant sections.

General Terms

Term(s)	Description
"Our Company" or "the Company" or "the Issuer"	TMC Transformers (India) Limited, a public limited company incorporated under the Companies Act, 2013, having its Registered and Corporate Office at Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, Vadodara- 391510, Gujarat, India.
"We" or "us" or "our"	Unless the context otherwise indicates, requires or implies, refers to our Company, together with our Subsidiary, on a consolidated basis

Company related terms

Term(s)	Description
"Articles of Association" or "Articles" or "AoA"	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board, constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Audit Committee*" on page 297
"Auditors" or "Statutory Auditors"	The current statutory auditors of our Company, namely, M/s. M P P S & Co, Chartered Accountants
"Board" or "Board of Directors"	The board of directors of our Company, as constituted from time to time, and where applicable or implied by context, includes a duly constituted committee thereof, as described in "*Our Management – Board of Directors*" on page 291
"Chairman and Managing Director" or "CMD"	The chairman and managing director of our Company, being Hriday Narayan R Shukla. For further details, see *"Our Management – Board of Directors"* on page 291
"Chief Financial Officer" or "CFO"	The chief financial officer of our Company, being Saurabh Dharamsibhai Patel. For further details, see *"Our Management – Key Managerial Personnel and Senior Management"* on page 304
"Company Secretary and Compliance Officer"	The company secretary and compliance officer of our Company, being Khushali Patel. For further details, see *"Our Management – Key Managerial Personnel and Senior Management"* on page 304
CRGO Processing Facility	Our Subsidiary's CRGO processing facility located at Survey No 459, Village Asoj, Vadodara Halol Highway, Taluka- Waghodiya, Vadodara- 391510, Gujarat, India.
CRISIL	CRISIL Intelligence (formerly CRISIL Market Intelligence & Analytics, a division of CRISIL Limited)
CRISIL Report	Report titled "*Strategic outlook on India's transformer market"* dated June 2026 and issued by Crisil Intelligence *(formerly known as CRISIL Market Intelligence & Analytics)*
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in *"Our Management - Committees of the Board – Corporate Social Responsibility Committee*" on page 302
Director(s)	The director(s) on the Board of our Company
Equity Shares	The equity shares of our Company of face value of ₹ 10 each
Executive Directors	The executive director(s) on the Board of Directors. For further details, see "*Our Management – Board of Directors*" on page 291
"India SME SSA" or "India SME Share Subscription Agreement"	Share Subscription Agreement dated January 20, 2026 entered into by and among our Company, India SME Investments Fund II, our Promoter, Promoter Affiliates *(as defined under India SME SSA)* and Other Shareholders *(as defined under India SME SSA),* as amended by the addendum agreement dated

Term(s)	Description
	February 19, 2026 and as disclosed in "*History and Certain Corporate Matters- Shareholders' agreement and other material agreements*" on page 287.
"Key Managerial Personnel" or "KMP"	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, as disclosed in "*Our Management – Key Managerial Personnel and Senior Management*" on page 304
Materiality Policy	The policy adopted by our Board of Directors pursuant to its resolution dated June 30, 2026 for identification of (i) companies to be disclosed as group companies; (ii) material outstanding litigation; and (iii) outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus
"Memorandum of Association" or "Memorandum" or "MoA"	The memorandum of association of our Company, as amended from time to time
"Motilal SSA" or "Motilal Share Subscription Agreement"	Share Subscription Agreement dated June 24, 2026 entered into among our Company, Motilal Oswal Finvest Limited, Frangipani Capital Advisors LLP and our Promoter and as disclosed in "*History and Certain Corporate Matters- Shareholders' agreement and other material agreements*" on page 287.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board of Directors – Nomination and Remuneration Committee*" on page 299
Non-Compete Agreement	Non-Compete Agreement dated June 12, 2026, entered into among our Company and our Promoter Group Entity, United Insulation Industries (partnership firm) and as disclosed in "*Our Promoter and Promoter Group - Interests of our Promoter and Common Pursuits*" on page 307.
"Non-Executive Independent Director(s)" or "Independent Director(s)"	A non-executive, independent Director appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For further details, see "*Our Management – Board of Directors*" on page 291.
Non-Executive Nominee Director	A non-executive, nominee director appointed as per the Companies Act, 2013. For further details, see "*Our Management – Board of Directors*" on page 291
Preference Shares	The preference shares of our Company of face value of ₹ 10 each
Project Report	The detailed project report titled "*Project Report for proposed greenfield manufacturing facility of TMC Transformers (India) Limited for the purpose of proposed IPO*" dated June 29, 2026, prepared by RBSA Advisors LLP, in connection with the proposed greenfield EHV transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat.
Promoter	The promoter of our Company being Hriday Narayan R Shukla. For further details, see "*Promoter and Promoter Group − Our Promoter*" on page 307.
Promoter's Employment Agreement	Promoter's employment agreement dated February 18, 2026, entered into between our Company and Hriday Narayan R Shukla and as disclosed in "*History and Certain Corporate Matters- shareholders' agreement and other material agreements*" on page 287.
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoter and Promoter Group – Promoter Group*" on page 309
Proposed Facility	Proposed greenfield Extra High Voltage ("**EHV**") transformer manufacturing facility situated at city survey Nos. 26/1, 26/2, 28p1, 28p2, 29/1, 29/2, 30p1, 30p2, 31, 32, 34 and 80p1, situated at Village Nurpura, Taluka Halol, District Panchmahal, Gujarat, India
Registered and Corporate Office	The registered and corporate office of our Company situated at Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, Vadodara- 391510, Gujarat, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Gujarat at Ahmedabad
Restated Consolidated Financial Information	The restated consolidated financial information comprises financial statements of our Company and our Subsidiary (collectively the "**Group**"). The restated consolidated financial information of the Group comprises of the restated consolidated statement of assets and liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024 and restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and restated consolidated statement of cash flows for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, a summary of material accounting policies, and other explanatory information of the Group, compiled from the special purpose consolidated financial statements of the Group as at and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (referred to as "**Ind AS**"). The Restated Consolidated Financial Information has been restated in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI.
Risk Management Committee	The risk management committee of our Board constituted in accordance with the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board of Directors – Risk Management Committee*" on page 303.
Senior Management	The senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as described in "*Our Management – Key Managerial Personnel and Senior Management*" on page 304.

Term(s)	Description
"SHA" or "Shareholders' Agreement"	Amended and restated Shareholders' Agreement dated June 24, 2026 entered into by and among our Company, India SME Investments Fund II, Motilal Oswal Finvest Limited, Frangipani Capital Advisors LLP, our Promoter, Promoter Affiliates *(as defined under the SHA)* and Other Shareholders *(as defined under the SHA)* read with the waiver cum amendment agreement dated June 26, 2026 and as disclosed in "*History and Certain Corporate Matters – Shareholders' agreement and other material agreements*" on page 287.
"Series A CCPS" or "CCPS"	Compulsorily convertible series A Preference Shares of our Company
Shareholders	The holders of the Equity Shares from time to time.
Share Swap Agreement	Share Swap Agreement dated April 16, 2025 entered into between our Promoter, Sidhinarayan Ramashankar Shukla, Gaurav R Shukla, our Company and our Material Subsidiary and as disclosed in "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten years*" on page 286.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board of Directors – Stakeholders' Relationship Committee*" on page 301.
"Subsidiary" or "Material Subsidiary"	The subsidiary of our Company, Anshuman Transpower System Private Limited. For further details, see "*History and Certain Corporate Matters – Our Subsidiary"* on page 288.
Transformer Manufacturing Facility	Our Company's manufacturing facility located at Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, Vadodara- 391510, Gujarat, India

Issue 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 the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue to the successful Bidders
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidders who have been Allotted or will be Allotted the Equity Shares in the Issue after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, who applies under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus, 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 the Anchor Investors on the Anchor Investor Bidding Date in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company, in consultation with the BRLMs
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and which will be considered as an application as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Anchor Investor Bid/ Issue Period" or "Anchor Investor Bidding Date"	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors and allocation to the Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the BRLMs, in accordance with SEBI ICDR Regulations
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bid/ Issue Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Issue Price, not later than two Working Days after the Bid/ Issue 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. Anchor Investor Portion shall be available for allocation as follows (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds.
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders other than Anchor Investors to make a Bid and to authorise an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism

Term	Description
"Anand Rathi Advisors Limited" or "ARAL"	Anand Rathi Advisors Limited
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modification made thereto as permitted under the SEBI ICDR Regulations
ASBA Bidders	All Bidder(s), 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 Issue	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Public Issue Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue, as described in "*Issue Procedure*" on page 433.
Bid(s)	An indication to make an offer during the Bid/ Issue Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by the Anchor Investors pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly
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 or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid 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 Bidder, as the case may be, upon submission of such Bid. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of Employee Discount, if any). Only in the event of an undersubscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount, if any) subject to the maximum value of Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any).
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Issue 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 notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper, and all editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Vadodara, Gujarat, where our Registered and Corporate Office is located), each with wide circulation. Our Company, in consultation with the BRLMs, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges and shall also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations
Bid/ Issue Opening Date	Except in relation to any Bids received from Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids being [●], which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Gujarati daily newspaper (Gujarati being the regional language of Vadodara, Gujarat, where our Registered and Corporate Office is located), each with wide circulation.
Bid/ Issue Period	Except in relation to any bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue 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 terms of the Red Herring Prospectus. Provided that the Bid/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors, in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus

Term	Description
	Our Company in consultation with the Book Running Lead Managers, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations In case of force majeure, banking strike or similar unforeseen circumstances, the Bid/ Issue Period may, for reasons that will be recorded in writing, be extended for a minimum period of one working days, subject to the total Bid/ Issue Period not exceeding ten Working Days
"Bidder" or "Applicant"	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 Anchor Investor or an ASBA Bidder.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process as described in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Issue, namely Anand Rathi Advisors Limited and Intensive Fiscal Services Private Limited
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/ Issue Period
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Issue Price and Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into among our Company, the Registrar to the Issue, the BRLMs, Syndicate Members, and the Bankers to the Issue for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to a Bidders dematerialised account
"Collecting Depository Participant" or "CDPs"	A depository participant, as defined under the Depositories Act and registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars, issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
Cut-off Price	The Issue Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Bidders bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details, PAN and UPI ID, as applicable
Designated Branches	Such branches of the SCSBs which will collect the ASBA Forms used by the ASBA Bidders and a list of which is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or any such other website as may be prescribed by the SEBI
Designated CDP Locations	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs 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 by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Issue Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instructions issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account(s) or the Refund Account(s), as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Issue
Designated Intermediary(ies)	Collectively, the Syndicate, Sub-Syndicate Members/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 Bidders in the Issue In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion, and NIBs 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.

Term	Description
	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 Members, Registered Brokers, SCSBs, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, Sub- Syndicate Members, Registered Brokers, SCSBs, CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to the 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), as 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	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated June 30, 2026 filed with SEBI and the Stock Exchanges and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda hereto
Draft Abridged Prospectus	The memorandum containing such salient features of this Draft Red Herring Prospectus as may be specified by SEBI in this regard
Eligible Employees	Permanent employees of our Company and Subsidiary (excluding such employees not eligible to invest in the Issue under applicable laws, rules, regulations and guidelines), as on the date of filing of the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company, as applicable until the submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form; or Director of our Company, whether a Whole-time Director or otherwise, who is eligible to apply under the Employee Reservation Portion under applicable law as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form, but not including (i) Promoter; (ii) persons belonging to the Promoter Group; and (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million (net of Employee Discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of Employee Discount, if any). Only in the event of an undersubscription in the Employee Reservation Portion post initial allocation, such unsubscribed portion may be allocated on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount, if any) subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any).
Eligible FPI(s)	FPIs that are eligible to participate in the Issue from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Issue 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 the relevant provisions of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus and the Bid cum Application Form will constitute an invitation to subscribe to or purchase the Equity Shares
Employee Discount	Our Company may, in consultation with the BRLMs, offer a discount of up to [●]% to the Issue Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least two Working Days prior to the Bid / Issue Opening Date.
Employee Reservation Portion	The portion of the Issue being [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million which shall not exceed 5% of the post-Issue Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis.
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 or NACH or NEFT or RTGS 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 a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case, being [●]
"First Bidder" or "Sole Bidder"	The Bidder whose name shall be mentioned first 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

Term	Description
Floor Price	The lower end of the Price Band, subject to any revision(s) thereof, at or above which the Issue Price and Anchor Investor Issue Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fraudulent Borrower	A company or person, as the case may be, categorised as 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 fraudulent borrowers issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"General Information Document" or "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 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 gross proceeds of the Issue that will be available to our Company
Intensive	Intensive Fiscal Services Private Limited
Issue	The fresh issue of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 5,500.00 million by our Company, comprising the Net Issue and Employee Reservation Portion. Our Company, in consultation with the BRLMs, may consider a Pre-IPO placement aggregating up to ₹ 1,100.00 million, as may be permitted under applicable law, at our discretion, prior to filing of the Red Herring Prospectus with the RoC. 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 Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Issue in compliance with applicable law. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety). 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 the Prospectus.
Issue Agreement	The agreement dated June 30, 2026 entered into amongst our Company and the BRLMs, pursuant to SEBI ICDR Regulations, based on which certain arrangements have been agreed to in relation to the Issue.
Issue Price	The final price (within the Price Band) at which Equity Shares of face value of ₹ 10 each will be Allotted to the successful Bidders (except for the Anchor Investors), in terms of the Red Herring Prospectus and the Prospectus, which shall not be lower than the face value of the Equity Shares. Equity Shares of face value of ₹ 10 each will be Allotted to Anchor Investors at the Anchor Investor Issue Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus. The Issue Price will be determined by our Company, in consultation with the BRLMs, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
Issue Proceeds	The proceeds of the Issue which shall be available to our Company. For details about use of the Issue Proceeds, see "*Objects of the Issue*" on page 117.
Life Insurance Company	An entity registered with the Insurance Regulatory and Development Authority of India under the provisions of the Insurance Act, 1938.
Monitoring Agency	[●], being a credit rating agency registered with SEBI
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency prior to filing the Red Herring Prospectus
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares of face value of ₹ 10 each which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Issue Price
Net Issue	The Issue less the Employee Reservation Portion
Net Proceeds	Proceeds from the Issue less Issue-related expenses. For further details regarding the use of the Net Proceeds and the Issue-related expenses, see "*Objects of the Issue*" on page 117.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares of face value of ₹ 10 each Allocated to the Anchor Investors
Non-Institutional Portion	The portion of the Issue being not more than 15% of the Net Issue consisting of [●] Equity Shares of face value of ₹ 10 each, which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, out of which (a) one-third of such portion shall be

Term	Description
	reserved for Bidders with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two-thirds of such 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 applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price
"Non-Institutional Bidders" or "NIBs" or "Non-Institutional Investors"	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Bidders who have Bid for Equity Shares of face value of ₹ 10 each for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs)
Pension Funds	A fund registered with the Pension Fund Regulatory and Development Authority under the provisions of the Pension Fund Regulatory and Development Authority Act, 2013
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider an issue of Specified Securities aggregating up to ₹ 1,100.00 million, as may be permitted under applicable law, at our discretion, prior to filing of the Red Herring Prospectus with the RoC. 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 Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Issue in compliance with applicable law. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety). 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 the Prospectus
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (*i.e.,* the Floor Price) and the maximum price of ₹ [●] per Equity Share (*i.e.*, the Cap Price), including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band and the minimum Bid Lot size, for the Issue will be decided by our Company, in consultation with the BRLMs, and shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Gujarati daily newspaper (Gujarati being the regional language of Vadodara, Gujarat, where our Registered and Corporate Office is located), each with wide circulation, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, at least two Working Days prior to the Bid/ Issue Opening Date 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, shall finalize the Issue Price in compliance with the SEBI ICDR Regulations
Promoter's Contribution	Aggregate of 20.00% of the fully diluted post- Issue Equity Share capital of our Company held by our Promoter that is eligible to form part of the minimum promoter's contribution, as required under the provisions of the SEBI ICDR Regulations, which shall be locked-in for a period of three years from the date of Allotment
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, and containing, *inter alia*, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account(s)	'No-lien' and 'non-interest-bearing' bank account(s) to be opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Issue Account Bank(s) to receive monies from the Escrow Account(s) and the ASBA Accounts maintained with the SCSBs on the Designated Date
Public Issue Account Bank(s)	A bank which is a clearing member and which is registered with SEBI under the SEBI BTI Regulations, as a banker to an issue and with which the Public Issue Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●]
QIB Bidders	QIBs who Bid in the Issue
QIB Portion	The portion of the Issue (including Anchor Investor Potion) being not less than 75% of the Net Issue comprising [●] Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million, which shall be available for allocation on a proportionate basis to QIBs including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or the Anchor Investor Issue Price, as applicable
"Qualified Institutional Buyer(s)" or "QIBs"	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act and the provisions of SEBI ICDR Regulations which will not have complete particulars of the Issue Price and size of the Issue, including any addenda or corrigenda thereto.

Term	Description
	The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The 'no-lien' and 'non-interest bearing'account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made
Refund Bank(s)	The bank(s) which are a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 2026, as amended with SEBI and the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI and the UPI Circulars
Registrar Agreement	The agreement dated June 30, 2026 entered into amongst our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the website of BSE and NSE, and the UPI Circulars
"Registrar to the Issue" or "Registrar"	MUFG Intime India Private Limited *(Formerly Link Intime India Private Limited)*
"Retail Individual Bidders" or "RIBs" or "RII" or "Retail Individual Investors"	Individual Bidders who have Bid for Equity Shares of face value of ₹ 10 each for an amount of not more than ₹ 0.20 million in any of the bidding options in the Issue (including HUFs applying through the *karta* and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	Portion of the Issue being at not more than 10% of the Net Issue, consisting of [●] Equity Shares of face value of ₹ 10 each, which 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 Issue Price
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares of face value of ₹ 10 each or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Forms. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion (subject to the Bid Amount being up to ₹ 0.20 million) can revise their Bids during the Bid/ Issue Period and can withdraw their Bids until the Bid/ Issue Closing Date
"Self-Certified Syndicate Banks" or "SCSBs"	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 accordance with the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, issued by SEBI, UPI Bidders using UPI Mechanism may apply through the SCSBs and mobile applications (apps) whose name appears on the SEBI website. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId =43, as updated from time to time
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from the Bidders, a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Specified Securities	Specified securities means 'equity shares' and 'convertible securities' as defined under Regulation 2(1)(eee) of SEBI ICDR Regulations
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●]
"Sub Syndicate" or "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" or "members of the Syndicate"	Collectively, the BRLMs and the Syndicate Members
Syndicate Agreement	The agreement to be entered into amongst the members of the Syndicate, our Company and the Registrar to the Issue in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations. Intermediaries (other than the BRLMs) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Issue and carry out activities as an underwriter namely, [●]
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into amongst our Company, the Registrar to the Issue and the Underwriters, on or after the Pricing Date but before filing of the Prospectus with the RoC
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI

Term	Description
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion and (ii) individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹ 0.50 million in the Non-Institutional Portion Bidding under the UPI Mechanism through ASBA Forms(s) (iii) Eligible Employees who applied in the Employee Reservation Portion and with an application size of up to ₹ 0.50 million (net of Employee Discount, if any) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use the UPI Mechanism 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, SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular (to the extent it pertains to UPI), and SEBI circular number SEBI/HO/DEPA-II/DEPA-II_SRG/P/CIR/2025/86 dated June 11, 2025, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated July 22, 2022 and 20220803- 40 dated August 3, 2022, and any subsequent circulars or notifications 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 linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder using the UPI Mechanism initiated by the Sponsor Bank(s) to authorise blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Issue
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/ Issue Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai, India are open for business; and (c) the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in Mumbai, India, as per circulars issued by SEBI, including the UPI Circulars

Technical/ Industry and business-related terms

Term(s)	Description
AHU	Air Handling Unit
Approx.	Approximately
BESS	Battery Energy Storage Systems
CAD	Computer-Aided Design
CEA	Central Electricity Authority
CESI	Centro Elettrotecnico Sperimentale Italiano
CMRL	Chennai Metro Rail Limited
CPRI	Central Power Research Institute
CRGO	Cold Rolled Grain Oriented electrical steel
CSS	Compact Substations
CTC	Continuously Transposed Cable
CTUIL	Central Transmission Utility of India Limited
Cum	Cubic Meter
DG	Diesel Generator
Dia	Diameter
DISCOM / DISCOMs	Distribution company/ distribution companies
Dist.	District
DMRC	Delhi Metro Rail Corporation
DSL	Down Shop Lead
EFD	Elva Fritz Dusseldorf
EHV	Extra High Voltage
EOT	Electric Overhead Travelling Crane

Term(s)	Description
EPC	Engineering, Procurement and Construction
ERDA	Electrical Research and Development Association
Ft.	Feet
GEC	Green Energy Corridor
GW	Gigawatt
HMI	Human-Machine Interface
HV	High Voltage
HVAC	Heating, Ventilation and Air Conditioning
HVDC	High Voltage Direct Current
Hz	Hertz
IEC	International Electrotechnical Commission
IEEMA	Indian Electrical and Electronics Manufacturers' Association
InSTS	Intra-State Transmission System
ISTS	Inter-State Transmission System
Kj	Kilojules
Kms	Kilometers
kV	Kilovolt
kW	Kilowatt
LPH	Liters Per Hour
LV	Low Voltage
MCB	Miniature Circuit Breaker
MG	Motor Generator
mm	Millimeter
MMRCL	Mumbai Metro Rail Corporation Limited
MMRDA	Mumbai Metropolitan Region Development Authority
MT	Metric Ton
Mts.	Meters
MVA	Mega Volt-Ampere
MV	Medium Voltage
NABL	National Accreditation Board for Testing and Calibration Laboratories
NHPTL	National High Power Test Laboratory Private Limited
Nos	Numbers
OLTC	On-Load Tap Changer
O&M	Operations and Maintenance
PEB	Pre-Engineered Building
PET	Polyethylene Terephthalate
PICC	Paper Insulated Copper Conductor
PLC	Programmable Logic Controller
PLI	Production Linked Incentive
PMRCL	Patna Metro Rail Corporation Limited
PP	Power Pack
Qty.	Quantity
R&D	Research and Development
RCC	Reinforced Cement Concrete
RDSS	Revamped Distribution Sector Scheme
RE	Renewable Energy
REZ	Renewable Energy Zone
RMT	Running Meter
RPM	Rotation per Minute
RDSO	Research Designs and Standards Organisation
SCADA	Supervisory Control and Data Acquisition
Sq. Mts. / SQM	Square Meters
T&D	Transmission and Distribution
UHV	Ultra-High Voltage
U-PVC	Unplasticized Polyvinyl Chloride
UPMRC	Uttar Pradesh Metro Rail Corporation Limited
VFD	Variable Frequency Drive
VGF	Viability Gap Funding
VPI	Vacuum Pressure Impregnation

Conventional Terms/Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting

Term	Description
"Alternative Investment Funds" or "AIFs"	Alternative investment funds as defined in, and registered under the SEBI AIF Regulations
"AY"	Assessment year
"Bn" or "bn"	Billion
BSE	BSE Limited
CAGR	Compounded annual growth rate
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF
Category I FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF
Category II FPIs	FPIs registered as "Category II 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
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Companies Act, 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder
"Companies Act" or "Companies Act, 2013"	The Companies Act, 2013, read with the rules, regulations, clarifications and amendments notified thereunder
Competition Act	Competition Act, 2002
Consolidated FDI Policy or FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CSR	Corporate social responsibility
Demat	Dematerialised
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
DIN	Director Identification Number
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DP ID	Depository Participant's identity number
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EGM	Extraordinary General Meeting
EPS	Earnings per share
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations notified thereunder
"FEMA Non-debt Instruments Rules" or the "FEMA NDI Rules" or "FEMA Rules"	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year" or "Fiscal(s)" or "Fiscal Year" or "FY"	The period of 12 months ending March 31 of that particular calendar year
FPIs	Foreign portfolio investors as defined in, and registered with SEBI under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the SEBI FVCI Regulations) registered with SEBI
GDP	Gross Domestic Product
"Government of India" or "Central Government" or "GoI"	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu undivided family(ies)
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	Income-tax Act, 1961, as amended
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013, as amended
Ind AS 24	Indian Accounting Standard 24, "Related Party Disclosures", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended
Ind AS 37	Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
Indian GAAP or GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016, as amended

Term	Description
"INR" or "Rupee" or "₹" or "Rs."	Indian Rupee, the official currency of the Republic of India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2024
IST	Indian Standard Time
IT	Information technology
IT Act	The Information Technology Act, 2000
KPIs	Key performance indicators
KYC	Know your customer
MCA	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
MSMEs	Micro, small and medium enterprises
N.A./ NA	Not Applicable
NACH	National Automated Clearing House
National Investment Fund	National Investment Fund National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005
NBFC	Non-Banking Financial Companies
"NBFC-ND-SI" or "Systemically Important NBFCs"	A non-banking financial company registered with the Reserve Bank of India and recognized as systemically important non-banking financial company by the Reserve Bank of India
NEFT	National electronic fund transfer
NPCI	National Payments Corporation of India
"NR" or "Non-resident"	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI
NRI	A person resident outside India, as defined under FEMA
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
ODI	Overseas direct investment
p.a.	Per annum
PAN	Permanent Account Number allotted under the Income Tax Act
PAT	Profit after tax
P/E Ratio	Price/earnings ratio
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
Resident Indian	A person resident in India, as defined under FEMA
RoCE	Return on capital employed
RoNW	Return on net worth
RTGS	Real time gross settlement
SCORES	SEBI Complaints Redress System
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SMS	Short message service
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI BTI Regulations	The Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI ICDR Master Circular	SEBI master circular bearing number HO/49/14/14(2)2026-CFDPOD2/I/4518/2026 dated February 9, 2026
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended

Term	Description
SEBI Mutual Fund Regulations	The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
SEBI RTA Master Circular	SEBI master circular bearing HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026
SEBI SBEB Regulations	The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed pursuant to the SEBI AIF Regulations
Stamp Act	The Indian Stamp Act, 1899, as amended
State Government	The government of a state in India
Stock Exchanges	Collectively, BSE and NSE
TAN	Tax deduction and collection account number
U.S. GAAP	Generally accepted accounting principles in the United State of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
"US$" or "USD" or "US Dollar"	United States Dollar, the official currency of the United States of America
"USA" or "U.S." or "US"	United States of America
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
"Year" or "Calendar Year"	Unless the context otherwise requires, shall mean the twelve-month period ending December 31

Financial and operational Key Performance Indicators

KPI	Description
Basic EPS	Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of equity shares outstanding
Diluted EPS	Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of diluted equity shares outstanding
Fixed Asset Turnover Ratio	Computed as revenue from operations divided by average gross tangible fixed assets. Average gross fixed tangible assets us calculated by averaging the opening and closing balance of gross tangible fixed assets. Gross tangible fixed assets is calculated as total gross fixed assets minus gross value of ROU assets and intangible assets
Gross Profit	Gross Profit is calculated as Revenue from operations minus Cost of Goods sold. Cost of Goods sold is computed as sum of Cost of materials consumed, Purchase of stock-in-trade and changes in inventory of work in progress and finished goods,
Gross Profit Margin	Computed by dividing Gross Profit with Revenue from operations * 100
Installed Capacity	Represents the total transformer manufacturing capacity installed by the company as of the end of the reporting period
MVA per Transformer Sold	Indicates average MVA per transformers sold by the company during the year. Calculated as total MVA produced / sold divided by number of transformers sold
MVA per Transformer Sold: oil-filled transformers	Indicates average MVA per oil-filled transformers sold by the company during the year. Calculated as total MVA produced / sold divided by number of oil-filled transformers sold
MVA Produced / Sold	Represents the total MVA of transformers produced/sold by the company during the reporting period
Net Debt	Computed as sum of long term borrowing, short term borrowings minus cash and cash equivalents, bank balances other than cash and cash equivalents and current investments
Net Debt to Operating EBITDA	Computed as Net Debt divided by operating EBITDA
Net Debt to Total Equity	Computed as Net Debt divided by total equity
Net Working Capital Days	Computed as revenue from operations divided by net working capital * 365. Net working capital is computed as total current assets (excluding cash & cash equivalents, Bank balances other than cash & cash equivalents and current investments) minus Total current liabilities (excluding borrowings)
Operating EBITDA	Operating EBITDA is calculated as restated Profit / (Loss) before share of profit / loss of Joint Ventures & Associates, Exceptional items and Tax minus other Income plus Finance Costs and Depreciation & Amortization expense
Operating EBITDA Margin	Computed by dividing Operating EBITDA with revenue from operations * 100
Order Book	Represents the total value of customer orders on hand as of the end of the reporting period
PAT	Restated profit for the year/period as per restated consolidated financial information without considering other comprehensive income
PAT Margin	Restated profit for the year/period as per restated consolidated financial information without considering Other comprehensive income divided by revenue from operations * 100
Realisation per Transformer	Computed as Revenue from Operations divided by the number of transformers sold
Return on Average Capital Employed (ROCE)	Computed as EBIT as a % of average capital employed. EBIT is calculated by adding finance cost to restated Profit / (Loss) before Exceptional items and Tax (but after share of profit / loss of Joint Ventures & Associates). Average Capital Employed is calculated by averaging the opening and closing balance of capital employed. Capital employed is calculated by adding Total Equity and long term borrowings

KPI	Description
Return on Average Equity (ROE)	Computed by dividing PAT by the Average Total Equity * 100. Average Total Equity is calculated as the average of the opening and closing balances of the Total Equity.
Revenue from Operations	Computed as the sum of sale of products, sale of services and other operating revenue
Revenue from Operations Growth	Computed by dividing increase in Revenue from Operations in the current period with Revenue from Operations for the previous period *100
Total Equity (including NCI)	Total Equity including Non Controlling Interests as per Restated Consolidated Financial Information
Transformers Sold	Indicates the total number of transformers sold by our Company during the year

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain conventions

All references to "India" contained in this Draft Red Herring Prospectus 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 to the "U.S.", "U.S.A." or the "United States" are to the United States of America and its territories and possessions.

Unless otherwise specified, all references to time mentioned in this Draft Red Herring Prospectus is in IST. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

Financial data

Our Company's and our Subsidiary's Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12 months period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless stated otherwise or the context otherwise requires, the financial data and financial ratios in this Draft Red Herring Prospectus are derived from the Restated Consolidated Financial Information. The restated consolidated financial information comprises financial statements of our Company and our Subsidiary (collectively the "**Group**"). The restated consolidated financial information of the Group comprises of the restated consolidated statement of assets and liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024 and restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and restated consolidated statement of cash flows for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, a summary of material accounting policies, and other explanatory information of the Group, compiled from the special purpose consolidated financial statements of the Group as at and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (referred to as "**Ind AS**"). The Restated Consolidated Financial Information has been restated in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI.

Unless otherwise stated or the context otherwise indicates, any percentage amounts, (excluding certain operational metrics), as set out in "*Risk Factors*", *"Basis for Issue Price",* "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and on pages 22, 140, 247 and 365. Restated Consolidated Financial Information for the financial years ended March 31, 2026, March 31, 2025, March 31, 2024 included in this Draft Red Herring Prospectus are derived from special purpose consolidated financial statements of the Group as at and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 prepared in accordance with Ind AS, the provisions of the Companies Act and other accounting principles generally accepted in India and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which you may be familiar, such as Indian GAAP, IFRS and US GAAP.

Ind AS, Indian GAAP, IFRS and U.S. GAAP differ in certain significant respects from other accounting principles and standards with which investors may be more familiar. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of Indian GAAP, IFRS, U.S. GAAP or any other accounting principles or standards. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. For details in connection with risks involving differences between Ind AS, Indian GAAP, IFRS and U.S. GAAP, see "*Risk Factors – Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.*" on page 74. Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. 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 and the SEBI ICDR Regulations. Any reliance by persons not familiar

with these accounting principles and regulations on our financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

All figures, including financial information, in decimals (including percentages) have been rounded off to two decimals. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded-off to such number of decimal points as provided in such respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row; any such discrepancies are due to rounding off.

All figures in diagrams and charts, including those relating to financial information, operational metrics and key performance indicators, have been rounded to the nearest decimal place, whole number, thousand or million, as applicable.

Non-Generally Accepted Accounting Principles Financial Measures

Certain Non-Generally Accepted Accounting Principles ("**Non-GAAP**") measures presented in this Draft Red Herring Prospectus such as Revenue from operations growth, Gross Profit, Gross Profit Margin, Operating EBITDA, Operating EBITDA Margin, PAT Margin, Net Debt, Net Debt to Total Equity, Net Det to Operating EBIDTA, Net Working Capital Days, Fixed Asset Turnover Ratio, Return on Average Equity (ROE) and Return on Average Capital Employed (ROCE) 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 further details, see "*Risk Factors - We have included certain non-GAAP financial measures and certain statistical information related to our business, financial condition, results of operations and cash flows in this Draft Red Herring Prospectus. These non-GAAP financial measures and statistical information could vary from any standard methodology that is applicable across the transformer industry, and therefore may not be comparable with non-GAAP financial measures or statistical information of similar nomenclature computed and presented by other companies*." on page 67.

Currency and units of presentation

All references to:

(i) "₹" or "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India.

(ii) "$" or "USD" or "US Dollars" or "US$" are to Unites States Dollars, the official currency of the United States of America.

(iii) "€" or "Euro" are to Euro, the legal currency of the European Union.

(iv) "A$" or "Australian Dollars" or "AUD" are to Australian Dollars, the official currency of the Commonwealth of Australia.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in million, except where specifically indicated. One million represents 10 lakh or 1,000,000 and ten million represents 1 crore or 10,000,000. However, where any figures that may have been sourced from third party industry sources are expressed in denominations other than million in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in such 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 contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The information with respect to the exchange rate between the Indian Rupee, USD, Euro and AUD, as on the dates indicated, is set out below:

(in ₹)

Currency	Exchange Rate as on		
	March 31, 2026	March 31, 2025	March 31, 2024
1 USD*	94.65	85.58	83.37
1 EURO*	109.01	92.32	90.22
1 AUD**	64.65	53.76	54.25

Source:

* www.fbil.org.in

** *www.oanda.com*

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. Exchange rate is rounded off to two decimal places.

Industry and market data

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled *"Strategic outlook on India's transformer market"* dated June 2026 (the "**CRISIL Report**"), which was prepared & issued by Crisil Intelligence. We commissioned Crisil Intelligence to prepare the CRISIL Report exclusively for the purpose of the Issue for the purposes of understanding the industry in which we operate for an agreed fee pursuant to the engagement letter dated April 28, 2026. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. The CRISIL Report forms part of the material contracts for inspection and will be accessible on our Company's website from the date of the Red Herring Prospectus until the Bid/Issue Closing Date. Crisil Intelligence is an independent agency and is not a related party of our Company, our Subsidiary, Directors, Promoter, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular fiscal or calendar year, refers to such information for the relevant fiscal or calendar year. For further details on the CRISIL Report, see *"Risk Factors - Certain sections in this Draft Red Herring Prospectus contain information from the CRISIL Report, which has been commissioned and paid for by us for the purpose of the Issue. Reliance on information from the CRISIL Report for making an investment decision in the Issue is subject to inherent risks."* and "*Industry Overview*" on pages 68 and 157, respectively

Except for the CRISIL Report, we have not commissioned any report for purposes of this Draft Red Herring Prospectus and any market and industry related data, other than that extracted or obtained from the CRISIL Report, used in this Draft Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources.

CRISIL has required us to include the following in connection with the CRISIL Report:

About Crisil Intelligence

Crisil Intelligence, a division of Crisil Limited, provides independent research, consulting, risk solutions, and data & analytics to its clients. Crisil Intelligence operates independently of Crisil's other divisions and subsidiaries, including, Crisil Ratings Limited. Crisil Intelligence's informed insights and opinions on the economy, industry, capital markets and companies drive impactful decisions for clients across diverse sectors and geographies. Crisil Intelligence's strong benchmarking capabilities, granular grasp of sectors, proprietary analytical frameworks and risk management solutions backed by deep understanding of technology integration, makes it the partner of choice for public & private organisations, multi-lateral agencies, investors and governments for over three decades.

For the preparation of this report, Crisil Intelligence has relied on third party data and information obtained from sources which in its opinion are considered reliable. Any forward-looking statements contained in this report are based on certain assumptions, which in its opinion are true as on the date of this report and could fluctuate due to changes in factors underlying such assumptions or events that cannot be reasonably foreseen. This report does not consist of any investment advice and nothing contained in this report should be construed as a recommendation to invest/disinvest in any entity. This industry report is intended for use only within India.

Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been reclassified or re-ordered by us for the purposes of presentation. Data from these sources may also not be comparable. 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 our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. The CRISIL Report is disclosed in the Issue Documents and there are no parts, information, data (which may be relevant for the proposed Issue), left out or changed in any manner. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors – Certain sections in this Draft Red Herring Prospectus contain information from the CRISIL Report, which has been commissioned and paid for by us for the purpose of the Issue. Reliance on information from the CRISIL Report for making an investment decision in the Issue is subject to inherent risks*." on page 68.

In accordance with the SEBI ICDR Regulations, "*Basis for Issue Price*" on page 140 includes information relating to our peer group companies. Such information relating to our peer group has been derived from publicly available sources or the CRISIL Report, believed to be reliable and verified by CRISIL, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decision should be made solely on the basis of such information.

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 generally can be identified by words or phrases such as "aim", "anticipate", "believe", "goal", "expect", "estimate", "intend", "objective", "plan", "project", "should" "will", "will continue", "seek to", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

These forward-looking statements are based on our present plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

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. Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, volatility 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 laws, regulations and taxes, changes in competition in our industry, incidence of 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.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. Our Company derives a substantial portion of its revenue from sale of transformers in the railways sector. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, we derived ₹ 1,760.49 million, ₹ 771.98 million and ₹ 758.84 million which constituted 42.19%, 28.41% and 30.66% of our revenue from operations, from sale of transformers to the railways sector. Any delay in tendering, award and execution of railways projects or any reduction in demand, budgetary allocation, or capital expenditure by the railways sector could adversely affect our business, results of operations, financial condition, and cash flows.

2. We derive a substantial portion of our revenue from operations from our top 10 customers. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, our top 10 customers contributed ₹ 3,114.46 million, ₹ 1,689.23 million and ₹ 1,502.97 million which constituted 74.65%, 62.17 % and 60.72%, respectively, of our revenue from operations. Any loss of any such customers, reduction in orders, adverse changes in their business or financial condition, payment delays could adversely affect our business, results of operations, financial condition and cash flows.

3. Our business is largely dependent on top 10 suppliers being able to procure and provide us with our raw materials. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, purchases from our top 10 suppliers amounted to ₹ 1,900.08 million, ₹ 1,056.73 million and ₹ 1,073.48 million, respectively, constituting 79.92%, 63.32% and 53.38% of the cost of goods sold. We do not have long-term supply arrangements with our suppliers. If one or more of our existing suppliers discontinue their supplies to us, or any inability on our part to procure raw materials from alternate suppliers in a timely manner, or on commercially acceptable terms, the same may adversely affect our business, financial condition and results of operations.

4. We have had instance of delays in payments of statutory dues by our Company in the Fiscal 2026, 2025 and 2024. Any delays in payment of statutory dues in near furture may result in prosecution, imposition of penalties and other actions under applicable law, which may have an adverse impact on our reputation, financial condition and cash flows.

5. Our Company has filed suo-moto adjudication applications for non-compliance with certain provisions under Companies Act, 2013. Consequently, we may be subject to adverse regulatory actions and penalties for any past or future non-compliance, and our business, financial condition and reputation may be adversely affected.

6. Our Statutory Auditors have included certain emphasis of matter in their special purpose consolidated financial statements for the last three years and CARO observations in audit reports of the standalone statutory audited financial statements of our Company and the subsidiary, and there is no assurance that such emphasis of matters

or CARO observations will not form part of our financial statements for future periods, which, if included, may have an adverse impact on our results of operations.

7. As of March 31, 2026, our aggregate order book was ₹ 6,734.18 million. The contracts that are included in our order book may be stagnant, delayed, modified, cancelled not fully paid, executed over multiple financial periods or suspended by our customers and therefore our order book is not necessarily indicative of our future revenue or profit. Our actual revenue or profit may be different than the estimates reflected in our order book. Any delay, failure or execution difficulty with respect to projects in our order book could materially affect our business, results of operations and financial condition.

8. Our business is largely dependent on project-based orders from customers operating in the railways, metro rail, renewable energy and BESS, private DISCOM and industrial sectors, and we do not have long-term purchase commitments from them. Any inability to maintain customer relationships, secure repeat orders, qualify for or compete effectively in tender processes where applicable, or otherwise generate new business may adversely affect our business, financial condition, results of operations and cash flows. As a result, our order inflows and revenue visibility are subject to variability based on customers' project pipelines, tendering activity and capital expenditure cycles. Any slowdown in project execution or our inability to secure orders on competitive terms may adversely impact our business, results of operations and cash flows.

9. Our ability to general revenue and maintain profitability depends on sustaining adequate capacity utilisation levels at our manufacturing facilities, and any under-utilisation of our installed capacities, including any reduction in historical utilisation levels of 57.88%, 35.38% and 28.53% at our Transformer Manufacturing Facility and 68.38%, 46.62% and 41.41% at our CRGO Processing Facility in Fiscals 2026, 2025 and 2024, respectively, may adversely affect our business, future prospects, financial condition, results of operations and cash flows.

10. Our exports expose us to various risks inherent in international business operations. Our export revenues constituted ₹688.11 million, ₹165.31 million and ₹340.06 million, representing 16.49%, 6.08% and 13.74%, respectively, of our revenue from operations in Fiscals 2026, 2025 and 2024. We have exported our products to Nigeria, the USA, the Middle East, Australia, Mexico, Nepal, Spain, Zimbabwe and United Kingdom, and any adverse developments in such jurisdictions or in our export operations could materially and adversely affect our business, results of operations, cash flows and financial condition.

For discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 22, 157, 247 and 365, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses in the future could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. 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.

These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, our Promoter, our Subsidiary, our Directors, our KMPs, Senior Management, the Syndicates or any of their respective affiliates has 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 are informed of material developments from the date of the Red Herring Prospectus until the date of listing and trading permission by the Stock Exchange for this Issue.

SECTION II: RISK FACTORS

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

This section should be read in conjunction with "Industry Overview", "Our Business", "Financial Information", "Key Regulations and Policies", "Outstanding Litigation and Material Developments" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 157, 247, 311, 277, 403 and 365, respectively, before making an investment decision in relation to the Equity Shares.

The risks and uncertainties described in this section are not the only risks that are relevant to us or the Equity Shares or the industry and segment in which we operate. Additional risks and uncertainties not currently known to us or that we currently believe to be immaterial could also have an adverse effect on our business, financial condition, results of operations and cash flows. If any of the following risks or other risks that are not currently known or are now deemed immaterial actually occur, our business, financial condition, results of operations and cash flows could be adversely affected, and the trading price of the Equity Shares could decline, and you could lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors described below. However, there are certain risk factors where such implications are not quantifiable, and hence any quantification of the underlying risks has not been disclosed in such risk factors.

In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

This section contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements. For further details, see "Forward-Looking Statements" on page 20.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Strategic outlook on India's transformer market" dated June 2026 (the "**CRISIL Report**"), which was prepared & issued by Crisil Intelligence. We commissioned Crisil Intelligence to prepare the CRISIL Report exclusively for the purpose of the Issue for the purposes of understanding the industry in which we operate for an agreed fee pursuant to the engagement letter dated April 28, 2026. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. The CRISIL Report forms part of the material contracts for inspection and will be accessible on our Company's website from the date of the Red Herring Prospectus until the Bid/Issue Closing Date. Crisil Intelligence is an independent agency and is not a related party of our Company, our Subsidiary, Directors, Promoter, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular fiscal or calendar year, refers to such information for the relevant fiscal or calendar year. For further details on the CRISIL Report, see "Risk Factors — Certain sections in this Draft Red Herring Prospectus contain information from the CRISIL Report, which has been commissioned and paid for by us for the purpose of the Issue. Reliance on information from the CRISIL Report for making an investment decision in the Issue is subject to inherent risks." and "Industry Overview" on pages 68 and 157, respectively.*

INTERNAL RISKS

1. ***Our Company derives a substantial portion of its revenue from sale of transformers in the railways sector. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, we derived ₹ 1,760.49 million, ₹ 771.98 million and ₹ 758.84 million which constituted 42.19%, 28.41% and 30.66% of our revenue from operations, from sale of transformers to the railways sector. Any delay in tendering, award and execution of railways projects or any reduction in demand, budgetary allocation, or capital expenditure by the railways sector could adversely affect our business, results of operations, financial condition, and cash flows.***

   We derive a substantial portion of our revenue from operations from the sale of transformers to railways sector. Our Company supplies transformers predominantly to EPC contractors executing infrastructure projects in the railways sector, as well as directly to the railways. We manufacture various types of transformers for railways sector, such as Scott-connected traction transformers and auto transformers.

The table below sets out our revenue derived from the sale of transformers in the railways sector during Fiscal 2026, Fiscal 2025 and Fiscal 2024, together with such revenue as a percentage of our revenue from operations for the same period:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	As a % of our revenue from operations	Amount	As a % of our revenue from operations	Amount	As a % of our revenue from operations
Revenue from railways sector*	1,760.49	42.19	771.98	28.41	758.84	30.66

* *We supply transformers predominantly to EPC contractors who execute infrastructure projects in the railways sector.*

For details of revenue generated by sectors in which our Company operates, see *"Our Business - Overview"* on page 247.

As of March 31, 2026, our total outstanding order book stood at ₹ 6,734.18 million, of which orders aggregating to ₹4,863.50 million, constituting approximately 72.22% of our total order book, were attributable to the railways sector. Accordingly, we expect to continue to derive a significant portion of our revenues from the sale of transformers to the railways sector. For further details on our Order Book, see *"Our Business - Our Order Book"* on page 268.

Our Company is registered as an approved vendor with Research Designs and Standards Organisation ("**RDSO**"), the research and development wing of Indian Railways, for all classes of transformers required for 2x25 kV traction substations. For further details on RDSO approvals, see *"Our Business - Our Strengths- Proven track record in supplying to the high-entry-barrier railway sector, supported by RDSO approvals across multiple transformer classes"* on page 254. The maintenance of a valid and active RDSO approval is a mandatory prerequisite for our products to be considered for procurement in railway-linked projects, whether such procurement is made directly by Indian Railways or through EPC contractors engaged by Indian Railways for project implementation. There can be no assurance that our Company will be able to maintain its RDSO approvals at all times, obtain renewals thereof in a timely manner, or comply with specifications prescribed by RDSO without incurring significant additional costs or delays. Failure to renew or delisting of our Company's RDSO approvals, or any failure or delay in complying with revised RDSO technical standards and specifications, could render our Company ineligible to supply transformers for railway-linked projects, result in the loss or deferral of orders, impair the Company's relationships with its contractor customers.

Further, our revenues from the railways sector are dependent on the Indian Railways' infrastructure development programmes, including railway electrification, traction substations, signalling systems, and other allied projects that necessitate the procurement of transformers. Demand is further supported by the continued electrification and modernisation of Indian Railways, including corridor expansion and dedicated freight/high-speed rail projects, which require traction transformers and associated substation infrastructure, while metro rail and urban transit expansion across cities drives deployment of traction, auxiliary and compact transformer solutions designed for dense urban settings *(Source: CRISIL Report)*. Accordingly, any reduction, delay, deferment, reprioritisation or cancellation of railway infrastructure projects, reduction in budgetary allocations by the Government of India or Indian Railways, delays in tendering, award or execution of railway projects or project implementation, changes in procurement policies or technical specifications, or slowdown in railway electrification and modernisation initiatives could result in reduced demand for our products, lower order inflows and delays in execution of existing orders.

There can be no assurance that the demand for transformers from the railways sector will be maintained at current or historical levels, or that our Company will be able to develop or expand its customer base sufficiently in other sectors to compensate for any reduction in revenues from the railways sector. If we are unable to diversify our revenue base across multiple sectors and customers, or if we fail to sustain or grow our business with existing railways sector customers, our business, results of operations, financial condition, and cash flows could be materially and adversely affected.

2. ***We derive a substantial portion of our revenue from operations from our top 10 customers. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, our top 10 customers contributed ₹ 3,114.46 million, ₹ 1,689.23 million and ₹ 1,502.97 million which constituted 74.65%, 62.17 % and 60.72%, respectively, of our revenue from operations. Any loss of any such customers, reduction in orders, adverse changes in their business or financial condition, payment delays could adversely affect our business, results of operations, financial condition and cash flows.***

We derive a substantial portion of our revenue from operations from a few customers. While our top three, top five and top ten customers have not remained the same and have changed across Fiscal 2026, Fiscal 2025 and Fiscal 2024, we continue to derive a substantial portion of our revenue from operations from our top 10 customers.

The table below sets forth the revenue derived from our top 10 customers, our top 5 customers and our top 3 customers, for the periods indicated:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations
Top three customers	1,880.37	45.07	874.63	32.19	704.18	28.45
Top five customers	2,352.84	56.40	1,168.86	43.02	1,050.44	42.44
Top ten customers	3,114.46	74.65	1,689.23	62.17	1,502.97	60.72

The table below sets forth the contribution of our top ten customers for the Fiscal 2026, Fiscal 2025 and Fiscal 2024, determined based of the revenue contribution from such customer for the periods stated:

(₹ in million, unless stated otherwise)

Customers^*	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations
Customer 1	757.20	18.15	377.20	13.88	255.87	10.34
Customer 2	685.04	16.42	260.90	9.60	232.20	9.38
Customer 3	438.13	10.50	236.53	8.71	216.11	8.73
Customer 4	268.60	6.44	151.60	5.58	185.40	7.49
Customer 5	203.87	4.89	142.63	5.25	160.86	6.50
Customer 6	189.00	4.53	127.95	4.71	142.40	5.75
Customer 7	182.53	4.37	106.80	3.93	99.98	4.04
Customer 8	148.30	3.55	103.22	3.80	83.35	3.37
Customer 9	128.47	3.08	99.18	3.65	66.94	2.70
Customer 10	113.32	2.72	83.22	3.06	59.86	2.42
Top 10 customers	**3,114.46**	**74.65**	**1,689.23**	**62.17**	**1,502.97**	**60.72**

^ *While more than 50% of our revenue from operations is derived from our top 10 customers, however, names of such customers have not been disclosed in the above table as their consents for such disclosure were not available.*

* *Our top ten customers have not remained the same and have changed across Fiscal 2026, Fiscal 2025 and Fiscal 2024*

We expect to continue to rely on our top 10 customers for the foreseeable future. Any failure to retain such customers or to negotiate purchase orders with them on commercially viable terms or loss of any of our top 10 customers for any reason including the loss of, or failure of such customers to secure orders from their own customers; inability to meet revised quality specifications or technological requirements; disputes with such customers; or adverse changes in their financial condition could have a material adverse effect on our business. Fluctuations in the industries in which our customers operate may result in a loss of customers, a reduction in order volumes or downward pressure on pricing. Our key customers may also choose to replace us with competing suppliers, and our dependence on a limited number of customers may reduce our bargaining power in negotiating commercial terms, which could adversely affect our profit margins and financial performance.

3. ***Our business is largely dependent on top 10 suppliers being able to procure and provide us with our raw materials. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, purchases from our top 10 suppliers amounted to ₹ 1,900.08 million, ₹ 1,056.73 million and ₹ 1,073.48 million, respectively, constituting 79.92%, 63.32% and 53.38% of the cost of goods sold. We do not have long-term supply arrangements with our suppliers. If one or more of our existing suppliers discontinue their supplies to us, or any inability on our part to procure raw materials from alternate suppliers in a timely manner, or on commercially acceptable terms, the same may adversely affect our business, financial condition and results of operations.***

Our operations are dependent upon the price and availability of the primary raw materials that we require for the manufacturing of transformers. We undertake procurement of raw materials from both domestic and international sources based on factors including but not limited to market availability, pricing and quality. Our primary raw materials include Cold Rolled Grain Oriented ("**CRGO**") electrical steel, continuously transposed conductor ("**CTC**") copper, aluminium, radiator, tank, transformer oil, insulating materials including pressboard and kraft paper, bushings, and other components.

The table below sets outs top 10 suppliers together with such supply as a percentage of our cost of goods sold in Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in million, unless stated otherwise)

Suppliers^*	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	As a percentage of cost of goods sold	Amount	As a percentage of cost of goods sold	Amount	As a percentage of cost of goods sold
Supplier 1	518.05	21.79	181.91	10.90	199.86	9.94
Supplier 2	424.35	17.85	158.16	9.48	154.99	7.71
Supplier 3	225.20	9.47	139.89	8.38	120.76	6.01
Supplier 4	155.02	6.52	128.27	7.69	110.67	5.50
Supplier 5	122.54	5.15	98.80	5.92	99.98	4.97
Supplier 6	118.59	4.99	87.80	5.26	86.89	4.32
Supplier 7	109.58	4.61	85.81	5.14	82.59	4.11
Supplier 8	81.20	3.42	62.41	3.74	80.12	3.98
Supplier 9	78.02	3.28	57.10	3.42	75.09	3.73
Supplier 10	67.53	2.84	56.58	3.39	62.53	3.11
Total	**1,900.08**	**79.92**	**1,056.73**	**63.32**	**1,073.48**	**53.38**

^ *While more than 50% of our total purchases are sourced from our top 10 suppliers, however, the names of such suppliers have not been disclosed in the above table as their consents for such disclosure were not available. Our Promoter Group entity, United Insulation Industries (partnership firm), has been one of our top 10 suppliers in Fiscal 2026, 2025 and 2024.*

* *Our top ten suppliers have not remained the same and have changed across Fiscal 2026, Fiscal 2025 and Fiscal 2024*

Given that a substantial portion of our raw material purchases as mentioned in the table above are concentrated among a few domestic and international suppliers, any increase or fluctuations in prices or disruption in supply from these suppliers could have an adverse impact on our operations. Such concentration exposes us to the risk of disruption in the event of delay, default, or discontinuation of supply by one or more of these suppliers.

Additionally, we have not entered into long-term contracts with our raw material suppliers and our procurements and supplies are primarily by way of purchase orders which govern the commercial terms, including but not limited to the minimum product standards, quantity and price. In the absence of long-term contracts establishing formal exclusive relationships between us and such parties, we cannot assure that such business relationships shall last for long or at all. A change in preference of our raw material suppliers can result in discontinuation of our engagement with them and such a move could materially and adversely impact our business. If one or more of our existing suppliers discontinue or reduce supplies to us, and we are unable to procure the relevant raw materials from alternate suppliers in a timely manner, in the required quantity or quality, or on commercially acceptable terms, our manufacturing operations, order execution capabilities and customer relationships may be adversely affected.

4. ***We have had instance of delays in payments of statutory dues by our Company in the Fiscal 2026, 2025 and 2024. Any delays in payment of statutory dues in near furture may result in prosecution, imposition of penalties and other actions under applicable law, which may have an adverse impact on our reputation, financial condition and cash flows.***

We are required to pay certain statutory dues including provident fund contributions ("**PF**"), employee state insurance contributions ("**ESIC**"), professional taxes ("**PT**"), labour welfare fund ("**LWF**"), goods and services tax ("**GST**"), tax deducted at source ("**TDS**"), tax collected at source ("**TCS**") and income tax ("**IT**"), which we may not be able to undertake at all times.

The table below sets forth details of statutory dues paid and unpaid by our Company and Subsidiary in relation to our employees as of the date of this Draft Red Herring Prospectus:

(₹ in million)

Particulars	Company		Subsidiary	
	Total Dues Paid	Unpaid dues, if any, as on date of this DRHP	Total Dues Paid	Unpaid dues, if any, as on date of this DRHP
Fiscal 2026				
PF	6.31	-	N.A.	N.A.
ESIC	0.52	-	0.01	-
PT	0.32	-	0.04	-
TDS/TCS	30.54	-	4.03	-
LWF	0.01	-	0.00	-
GST	623.14	-	133.87	-
Fiscal 2025				
PF	5.65	-	N.A.	N.A.

Particulars	Company		Subsidiary	
	Total Dues Paid	Unpaid dues, if any, as on date of this DRHP	Total Dues Paid	Unpaid dues, if any, as on date of this DRHP
ESIC	0.51	-	0.03	-
PT	0.28	-	0.03	-
TDS/TCS	31.06	-	2.26	-
LWF	0.01	-	0.00	-
GST	444.29	-	108.59	-
Fiscal 2024				
PF	4.22	-	N.A.	N.A.
ESIC	0.44	-	0.03	-
PT	0.21	-	0.02	-
TDS/TCS	10.36	-	0.78	-
LWF	0.00	-	0.00	-
GST	429.26	-	79.40	-

The table below sets for the number of our employees of our Company and our Subsidiary for the period/years indicated:

Particulars	Company			Subsidiary		
	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024
PF	171	143	124	N.A.	N.A.	N.A.
ESIC	80	73	73	3	3	2
PT	153	124	97	16	9	14
TDS on salary	21	20	20	9	3	2

Notes:

1. *Our Company has paid statutory dues for all eligible employees as at the start of the year, employees who have joined during the year and employees who have resigned during the year.*
2. *The number of individuals covered under PF, ESIC, Profession Tax and TDS on Salary differs due to the distinct applicability criteria prescribed under the respective laws. Employees covered under ESIC comprise those whose monthly wages are within the prescribed statutory limit. Professional Tax is applicable in Gujarat only where the employee's monthly salary exceeds the prescribed threshold. TDS on Salary includes only those employees whose estimated taxable income exceeds the applicable income-tax exemption limits. In case of the Subsidiary, the employee strength is below the statutory threshold for applicability.*

The table set forth below the details of delay in statutory dues in relation to ESIC, PF, GST, LWF, TDS and PT of our Company for Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in million)

Nature of Statutory Dues	For the Fiscals											
	2026				2025				2024			
	Amount for which payment/filing was delayed	Interest	Number of Days	Number of Instances	Amount for which payment/filing was delayed	Interest	Number of Days	Number of Instances	Amount for which payment/filing was delayed	Interest	Number of Days	Number of Instances
ESIC[(1)]	-	-	-	-	0.04	-	3	1	0.12	-	1-6	3
PF [(2)]	2.70	0.01	1-266	17	0.88	-	1-3	2	0.74	-	1-61	4
GST [(3)]	-	-	-	-	-	-	-	-	0.12	0.00	1	1
LWF[(1)]	0.01	0.00	6-146	2	0.00	-	50	1	0.00	0.00	234-418	2
TDS/TCS[(1)]	6.29	0.00	1	1	-	-	-	-	1.56	0.06	16-77	5
PT[(1)]	0.29	-	10-314	11	0.28	-	32-526	12	0.21	-	185-521	12

(1) Delays were due to procedural and administrative reasons;
(2) Delays were due to KYC mismatch issues for certain employees and administrative reasons; and
(3) Delays were due to administrative and operational delays in internal processing;

The table set forth below the details of delay in statutory dues in relation to ESIC, PF, GST, LWF, TDS and PT of our Subsidiary for Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in million)

Nature of Statutory Dues	For the Fiscals											
	2026				2025				2024			
	Amount for which payment/filing was delayed	Interest	Number of Days	Number of Instances	Amount for which payment/filing was delayed	Interest	Number of Days	Number of Instances	Amount for which payment/filing was delayed	Interest	Number of Days	Number of Instances
ESIC[(1)]	0.01	-	56-391	12	0.03	-	426-761	12	0.03	-	791-1004	8
PF	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
GST [(2)]	-	-	-	-	-	-	-	-	2.04	0.00	1	1
LWF[(1)]	0.00	0.00	135-319	2	0.00	0.00	500-684	2	0.00	0.00	866-1050	2
TDS/TCS[(2)]	-	-	-	-	-	-	-	-	0.32	0.02	1-77	6
PT[(2)]	0.04	-	55-375	12	0.03	-	59-394	12	0.02	-	424-759	12

(1) Delays were due to procedural and administrative reasons;
***(2)** Delays were due to administrative and operational delays in internal processing;*

Our Company vide board resolution dated June 25, 2026, has designated certain employees, to monitor statutory dues and has purchased smart office software to ensure timely compliance in future. While we have subsequently made payments in relation to the pending statutory dues and there are no unpaid dues as on the date of this Draft Red Herring Prospectus**.** Further, we cannot assure you that we will not face delays of payments of statutory dues in the future. Any delay in payment, deposit, remittance or filing in relation to such statutory dues may expose us to interest, penalties, prosecution or other regulatory actions under applicable law which may have a material adverse effect on our reputation, financial condition and cash flows.

5. ***Our Company has filed suo-moto adjudication applications for non-compliance with certain provisions under Companies Act, 2013. Consequently, we may be subject to adverse regulatory actions and penalties for any past or future non-compliance, and our business, financial condition and reputation may be adversely affected.***

Our Company has suo moto filed adjudication applications each dated June 27, 2026, respectively, under Section 454 of the Companies Act, 2013 before the RoC, in connection with: (i) failure to spend the prescribed CSR amount of ₹ 0.74 million, for Fiscal 2024 on account of an inadvertent misinterpretation of Section 198 of the Companies Act, 2013, whereby net profits were erroneously computed on a Profit After Tax basis instead of the Profit Before Tax basis mandated under Section 198, resulting in an underestimation of the Company's CSR obligation under Section 135(5) of the Companies Act, 2013 (the "**CSR Application**"). However, the default in respect of the CSR Application has been rectified by transfer of the entire unspent CSR obligation of ₹ 0.74 million to a fund specified under Schedule VII of the Companies Act, 2013 prior to the filing of the present application; (ii) non-compliance with the provisions of Section 29 of the Companies Act, 2013 read with Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, arising from equity shares held by our Promoter in physical (non-dematerialised) form at the time of offer and allotment of shares pursuant to a preferential issue on a share-swap basis effected by the Board and shareholders' resolutions dated August 23, 2025 and September 11, 2025 respectively, and allotment on September 28, 2025 (the "Demat Application"). The default in respect of the Demat Application was rectified upon dematerialisation of the remaining 10,000 physical shares held by the Promoter on February 18, 2026. Both defaults which were identified during the course of an independent legal and secretarial due diligence, were purely inadvertent and technical in nature, and did not result in any financial loss or prejudice to any stakeholder. Applications made are currently pending adjudication before the Adjudicating Officer. The maximum aggregate penalty potentially leviable in connection with these defaults is ₹1.48 million, on our Company (in respect of the CSR Application, under Section 135(7) of the Companies Act, 2013) and ₹0.22 million on our Company (in respect of the Demat Application, under Section 450 of the Companies Act, 2013), along with penalties on the officers in default as may be determined by the Adjudicating Officer.

As of the date of this Draft Red Herring Prospectus, no penalties have been imposed by the RoC for the above mentioned non compliances, however, we cannot assure you that the RoC will not take any action or impose any penalty in the future in relation to such non-compliances. If we are subject to any further penalties or other regulatory actions on account of the aforesaid non-compliance, our business, results of operation, financial condition and cash flows could be adversely affected. We cannot assure you that such lapses will not occur in the future, or that we will be able to rectify or mitigate such lapses in a timely manner or at all.

6. ***Our Statutory Auditors have included certain emphasis of matter in their special purpose consolidated financial statements for the last three years and CARO observations in audit reports of the standalone statutory audited financial statements of our Company and the subsidiary, and there is no assurance that such emphasis of matters or CARO observations will not form part of our financial statements for future periods, which, if included, may have an adverse impact on our results of operations.***

Our Statutory Auditors have included certain emphasis of matter in their special purpose consolidated financial statements for the last three years and observations under Companies Auditor's Reports Order, 2020. Below are the details of the observations and emphasis of matter as included in our auditor's reports:

Period/Year	Nature of Observation	Details of Observations	Company's response to observations, including any corrective measures	Impact on the financial statements and financial position of the Company
Special purpose consolidated financial statements as at and for the years ended March 31, 2026, March 31, 2025 and March 31, 2024	Emphasis of Matter	We draw attention to Note 2A to the accompanying Special Purpose Consolidated Financial Statements, which describes the basis of their preparation, including the accounting treatment of the acquisition of Anshuman Transpower System Private Limited under common control and the retrospective restatement of financial information. The accompanying Special Purpose Consolidated Financial Statements have been prepared solely for the purpose of preparation of the Restated Consolidated Financial Information proposed to be included in the Draft Red Herring Prospectus in connection with the proposed Initial Public Offering of equity shares of the Company. Accordingly, these Special Purpose Consolidated Financial Statements may not be suitable for any other purpose. Our opinion is not modified in respect of this matter.	NA	NA

Observations under Companies Auditor's Reports Order, 2020 which requires corrective adjustment in the Restated Consolidated Financial Information are as below:

Auditor's Comment in Annexure to Auditors' Report on the standalone financial statements of the Parent for the year ended March 31, 2026, which requires corrective adjustment in the Restated Consolidated Financial Information

Clause xx (a)

In respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act, except in respect of the following:

(₹ in million)

Financial Year	Amount unspent on Corporate Social Responsibility activities "other than Ongoing Projects"	Amount transferred to Fund specified in Schedule VII within 6 months from the end of the Financial Year	Amount transferred after the due date (specify the date of deposit)
2023-24	0.74	-	-

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information: The Company has paid this unspent amount to a fund specified in Schedule VII on June 13, 2026. Restatement adjustment, as necessary, has been carried out in the Restated Consolidated Financial Information.

Further, our Statutory Auditors have included certain observations in their auditor's report issued under the Companies (Auditor's Report) Order, 2020 for Fiscal 2026, which does not require any adjustments to the Restated Consolidated Financial Information. For further details, see "*Restated Consolidated Financial Information - Note 44"* on page 360.

We cannot assure you that our Statutory Auditors' reports for any future financial years will not contain modifications, observations, qualifications, emphasis of matter or other matters, including any matters required to be reported under the Companies (Auditor's Report) Order, 2020, and that such matters will not otherwise affect our results or adversely affect our business, results of operations, cash flows and financial condition. These modifications do not require any corrective adjustments in our Restated Consolidated Financial Information.

7. ***As of March 31, 2026, our aggregate order book was ₹ 6,734.18 million. The contracts that are included in our order book may be stagnant, delayed, modified, cancelled not fully paid, executed over multiple financial periods or suspended by our customers and therefore our order book is not necessarily indicative of our future revenue or profit. Our actual revenue or profit may be different than the estimates reflected in our order book. Any delay, failure or execution difficulty with respect to projects in our order book could materially affect our business, results of operations and financial condition.***

Our order book represents the aggregate value of transformer supply projects and other ancillary works including the sale of spare parts and testing charges, for which we have received purchase orders or letters of intent from customers, less the revenue already recognized. As of March 31, 2026, our unexecuted order book amounted to ₹6,734.18 million, representing an aggregate unexecuted capacity of 9,172.71 MVA. For details in relation to our order book, see *"Our Business – Overview"* on page 247**.**

The table below sets forth details of our order book as on March 31, 2026:

(₹ in million)

MVA Range	Value		MVA	
	Amount of Order Book	% of Total Order Book	Total MVA	% of Total MVA
51 - 160 MVA	3,409.50	50.63	4,450.00	48.51
21 - 50 MVA	336.10	4.99	379.00	4.13
11 - 20 MVA	1,775.06	26.36	3,325.98	36.26
6 - 10 MVA	786.15	11.67	890.44	9.71
1 - 5 MVA	187.92	2.79	78.55	0.86
Upto 1 MVA	236.61	3.51	48.74	0.53
Others*	2.84	0.05	-	-
Total	**6,734.18**	**100.00**	**9,172.71**	**100.00**

* *Others includes spare sparts and testing related charges.*

For the purposes of calculating the order book value, we do not take into account any increase or decrease in the prices of the transformers arising out of the fluctuation in the prices of the raw materials as such price variations are ultimately passed on to the customer through a separate price variation invoice raised at the time of delivery of the transformer and in accordance with the terms of the relevant purchase order. Further, customer orders may be modified, deferred, renegotiated, reduced in scope, suspended or cancelled due to changes in customer requirements, project delays, financing constraints, regulatory approvals, tender revisions, changes in capital expenditure priorities or other factors beyond our control. In addition, certain orders may be subject to price variation mechanisms, amendments in technical specifications or revision in delivery schedules, which may affect the timing and profitability of revenue recognition. The timing of execution of orders in our order book may also vary substantially from original estimates and may be affected by operational disruptions, supply chain constraints, delays in procurement of raw materials, manufacturing or testing delays, customer inspection procedures or logistical challenges. As a result, revenue from our order book may not be realized within anticipated timelines or at expected margins.

Further, any delay in execution, cancellation, modification, suspension, non-realization or non-payment of orders included in our order book could result in variation in estimated revenues, lower profitability, inventory build-up, underutilisation of manufacturing capacity, working capital stress and increased operational costs. While we have not encountered any cancellations, delays, modifications, terminations of our contracts during the last three Fiscals, however, as per the terms of purchase orders and commercial terms, some of our contracts are subject to cancellations, delays, modifications, terminations or suspension at the discretion of the customers at any stage of the contract. Any delay, cancellation or payment default could adversely affect our business, financial condition, results of operations and future prospects.

8. ***Our business is largely dependent on project-based orders from customers operating in the railways, metro rail, renewable energy and BESS, private DISCOM and industrial sectors, and we do not have long-term purchase commitments from them. Any inability to maintain customer relationships, secure repeat orders, qualify for or compete effectively in tender processes where applicable, or otherwise generate new business may adversely affect our business, financial condition, results of operations and cash flows. As a result, our order inflows and revenue visibility are subject to variability based on customers' project pipelines, tendering activity and capital***

expenditure cycles. Any slowdown in project execution or our inability to secure orders on competitive terms may adversely impact our business, results of operations and cash flows.

Our business is driven by project-based orders received from customers including railways sector, metro rail, renewable energy and BESS, private DISCOM and industrial sectors. Such orders are typically linked to the commencement, progress and completion timelines of specific projects and are influenced by customers' capital expenditure plans, budgetary allocations, tender schedules and overall market conditions. We generally execute orders pursuant to purchase orders, project-specific contracts and we do not have long-term supply agreements, minimum offtake obligations or assured order volumes from our customers. Accordingly, our customers are not contractually obligated to place repeat orders with us, maintain any minimum purchase volumes, or continue sourcing products from us for future projects. Our customers may alter the quantity, timing or scope of their purchase orders, defer or cancel orders entirely, or elect to source products from our competitors, without incurring any contractual liability to us. While we have not experienced any cancellation of orders from our customers in the last three Fiscals, we cannot assure you that we will not experience any cancellation in the future.

Our ability to secure such orders depends on several factors, many of which are beyond our control, including our ability to satisfy customer-specific technical and commercial requirements, maintain vendor registrations and pre-qualification status, comply with applicable testing, inspection and documentation standards, furnish bid and performance security, and submit bids within prescribed timelines. In relation to orders awarded through competitive tendering processes, particularly by government-controlled entities and utilities, procurement processes may be delayed, modified, cancelled or re-bid, and qualification criteria, technical specifications or commercial terms may change. Even where we are technically qualified, there can be no assurance that our bids will be accepted or that we will secure all or a substantial number of the contracts for which we bid. Further, in relation to private sector and relationship-based business, our ability to secure orders depends significantly on our ability to maintain commercial relationships, meet customer expectations on quality, pricing and delivery, and continue to be considered a reliable supplier for ongoing and future projects. Any deterioration in such relationships, any failure to meet customer requirements, or any reduction in project activity or procurement requirements of such customers may adversely affect our ability to secure repeat or new orders.

Further, such bidding processes are highly competitive and may subject us to significant pricing pressure. To remain competitive, we may be required to submit aggressive bids or accept lower margins than historically achieved, particularly in an environment of rising raw material prices, limited price escalation protection or intense market competition. Conversely, if we are unable or unwilling to match prevailing market prices or satisfy qualification criteria, we may lose business opportunities. Similarly, in non-tender and relationship-driven business, competitive pressures, customer concentration within particular sectors, changes in procurement preferences, or the loss of repeat business from key customers may adversely affect our revenues and profitability. Any inability to maintain customer relationships, generate sufficient order inflows, preserve our pre-qualification capability, compete effectively in tenders or secure orders on commercially viable terms could adversely affect our order book, revenues, profitability, cash flows, financial condition and results of operations.

Further, some of our purchase orders allow for termination without cause, which may result in loss of anticipated revenues, especially where we have already invested in inventory. In certain cases, we may also be subject to liquidated damages for delays in delivery or other contractual defaults. We have been subjected to liquidated damages amounting to ₹ 11.55 million for delay in delivery of transformers to our customers in Fiscal 2026. Further, no liquidated damages were levied on the Company for Fiscal 2025 and Fiscal 2024. While such provisions are customary in our industry, any significant cancellations or penalties could affect our profitability and customer relationships.

The purchase order-driven nature of our business means that our revenues, order inflows and cash flows are inherently subject to significant variability across periods, and our historical order book or revenue trends may not be representative of future performance. Our ability to generate revenues on a continuous basis depends on our success in continuously identifying project opportunities, securing orders and executing them within the project specific timelines. In addition, project-based demand may be uneven across periods, and the timing of order finalisation and execution may not correspond with our production planning and cost structure. Any failure on our part to accurately forecast demand may result in excess inventory levels, inventory write-downs, or, conversely, an inability to fulfil orders in a timely manner.

Any slowdown in project execution, reduction in infrastructure or industrial capital expenditure, decline in tendering activity, inability to secure new orders on commercially acceptable terms, cancellation or postponement of projects, or failure to effectively manage fluctuations in order inflows and execution timelines could result in lower capacity utilisation, reduced revenues, margin pressure, inventory build-up and increased working capital requirements, any of which could materially and adversely affect our business, results of operations, financial condition and cash flows. In addition, any cancellation or termination by our customers or delay or reduction in

their orders or instances where anticipated orders fail to materialize can result in a mismatch between our inventories of raw materials and of manufactured products, thereby increasing our costs relating to maintaining our inventory and reduction of our margins, results of operations, financial condition and cash flow. Additionally, delays in payment by customers or non-payment of receivables may arise in the context of project execution disputes, delays in project commissioning, financial stress, insolvency or liquidity constraints affecting our customers, or other factors beyond our control, which could adversely impact our working capital requirements, cash flows, financial condition and results of operations. While we have not faced any such instance of delay in payment by customers or non payment of receivables in the last three Fiscals, we cannot assure you that we will not face such delays or defaults in the future. If any of these risks materialise, our business, results of operations, financial condition and cash flows could be materially and adversely affected.

9. ***Our ability to general revenue and maintain profitability depends on sustaining adequate capacity utilisation levels at our manufacturing facilities, and any under-utilisation of our installed capacities, including any reduction in historical utilisation levels of 57.88%, 35.38% and 28.53% at our Transformer Manufacturing Facility and 68.38%, 46.62% and 41.41% at our CRGO Processing Facility in Fiscals 2026, 2025 and 2024, respectively, may adversely affect our business, future prospects, financial condition, results of operations and cash flows.***

Information relating to the installed capacity, historical capacity and capacity utilization of our Manufacturing Facilities included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by Atulkumar Kantilal Soni, Heterogeneous Industrial Solutions Private Limited, an independent chartered engineer (registration number: M-150264-0), in the calculation of the installed capacity and capacity utilization of our manufacturing facilities.

The details of the installed capacity and capacity utilization (in both production and percentage) for Fiscal 2026, Fiscal 2025 and Fiscal 2024 for our Transformer Manufacturing Facility:

Product Segment	Fiscal 2026			Fiscal 2025			Fiscal 2024		
	Installed capacity (MVA/ year)^	Actual Production (MVA)	Capacity Utilisation (in %)	Installed capacity (MVA/ year)	Actual Production (MVA)	Capacity Utilisation (in %)	Installed capacity (MVA/ year)	Actual Production (MVA)	Capacity Utilisation (in %)
Oil Filled Transformers and Oil based Compact Sub Station	7,500.00	4,559.62	60.79	7,500.00	2,628.48	35.05	7,500.00	2,020.36	26.94
Dry Type Transformers and Dry Compact Sub Station	1,000.00	360.00	36.00	1,000.00	378.80	37.88	1,000.00	404.66	40.47
Total	**8,500.00**	**4,919.62**	**57.88#**	**8,500.00**	**3,007.28**	**35.38#**	**8,500.00**	**2,425.02**	**28.53#**

* *As certified by Atulkumar Kantilal Soni, Heterogeneous Industrial Solutions Private Limited, Independent Chartered Engineer, pursuant to certificate dated June 29, 2026.*

^ *Subsequent to obtaining possession of an additional shed area along with utility space, of approximately 17,058.36 sq. ft. (1,584.76 sq. mtrs.), which was previously utilized for CRGO processing activities by the Subsidiary until May 15, 2026, the Company has expanded its transformer manufacturing operations. The additional space has enabled a more efficient shop-floor layout and improved utilization of critical manufacturing equipment, particularly winding machines, which were previously underutilized at certain times due to space constraints. The enhanced operational flexibility has facilitated smoother production flow and increased manufacturing throughput. Accordingly, the overall installed manufacturing capacity of the plant has increased to 13,500 MVA with effect from May 15, 2026, comprising 12,500 MVA of oil-filled transformers and 1,000 MVA of dry type transformers.*

\# *Calculated on a weighted average basis*

Notes:

(1) The assumptions and estimates taken into account include the following: (i) Number of working days in a fiscal year – 288; (ii) Number of working days in a month – 24; (iii) Number of shifts in a day – Minimum 1 and Maximum 3; and (iv) Number of working hours per shift – 8.

(2) The installed capacity as of March 31, 2026, March 31, 2025 and March 31, 2024 have been provided on an annualized basis considering (a) bottleneck of individual manufacturing process, and (b) plant is operative in maximum shift during peak demand session which is observed in later half of the fiscal year.

(3) The information relating to the actual production as of the included above are based on the examination of the internal production record provided by the Company, explanations provided by the management, the period during which the manufacturing facilities operate in a fiscal year expected operations, availability of raw materials, downtime resulting from unscheduled breakdowns, as well as expected operational efficiencies

(4) Capacity utilization has been calculated based on actual production during the relevant fiscal year divided by the aggregate installed capacity all at the end of the relevant fiscal year

(5) The production capacity are measured by taking into account the below mentioned:

a. Actual Production done in a month

b. Actual time used for preparation or set up of machinery along with equipment in a month

c. Actual wastage (if any) in the manufacture of the products

d. Actual plant capacity for Oil-Filled Transformer Facility has been computed on 160 MVA equivalent transformers and 20 MVA equivalent transformers in case of Dry Type

e. Plant capacity is primarily constrained by the winding process, as floor space limitations restrict continuous operation. Winding machines may remain idle until processed windings are moved to subsequent stages, with the ovening process also serving as a key production bottleneck.

f. Installed transformer manufacturing capacity is based on standard equivalent transformer ratings and represents an estimated maximum production capability. Actual capacity utilisation is computed on this standardised basis; however, actual production may vary by average scale of transformer rating, design specifications and manufacturing cycle. As a result, periods with a higher proportion of lower rated or more complex transformers may result in lower reported utilisation levels.

The details of the installed capacity and capacity utilization (in both production and percentage) for Fiscal 2026, Fiscal 2025 and Fiscal 2024 for our CRGO Processing Facility^:

Product Segment	Fiscal 2026			Fiscal 2025			Fiscal 2024		
	Installed capacity (MT/ year) ^^	Actual Production (MT)	Capacity Utilisation (in %)	Installed capacity (MT/ year)	Actual Production (MT)	Capacity Utilisation (in %)	Installed capacity (MT/ year)	Actual Production (MT)	Capacity Utilisation (in %)
CRGO	4,500.00	3,077.18	68.38	4,500.00	2,097.72	46.62	4,500.00	1,863.66	41.41

* *As certified by Atulkumar Kantilal Soni, Heterogeneous Industrial Solutions Private Limited, Independent Chartered Engineer, pursuant to certificate dated June 29, 2026*

^ *CRGO Processing Facility has been relocated to its current location with effect from May 20, 2026.*

^^ *The new CRGO processing facility became operational with effect from May 20, 2026 on land situated at Survey No. 459, Asoj, Waghodiya, Vadodara, admeasuring 1,54,635 sq. ft (equivalent to 14,366 sq. mts.). The existing CRGO processing facility (as captured in above table) was vacated with effect from May 15, 2026. Prior to the relocation and expansion of the CRGO processing facility, the annual installed processing capacity of the plant was 4,500 MT from the old facility. Upon commencement of operations from the new facility on May 20, 2026, utilizing the existing processing machinery together with the enlarged manufacturing area and upgraded crane handling infrastructure, the annual installed processing capacity increased to 7,000 MT. Further, the Company is in the process of installing additional machinery to augment our CRGO processing capacity, which is expected to increase to 25,000 MT by July 2026.*

Notes:

(1) The assumptions and estimates taken into account include the following: (i) Number of working days in a fiscal year – 288; (ii) Number of working days in a month – 24; (iii) Number of shifts in a day – Minimum 1 and Maximum 3; and (iv) Number of working hours per shift – 8.

(2) The installed capacity as of March 31, 2026, March 31, 2025 and March 31, 2024 have been provided on an annualized basis considering (a) bottleneck of individual manufacturing process, and (b) plant is operative in maximum shift during peak demand session which is observed in later half of the fiscal year.

(3) The information relating to the actual production as of the included above are based on the examination of the internal production record provided by the Company, explanations provided by the management, the period during which the manufacturing facilities operate in a fiscal year expected operations, availability of raw materials, downtime resulting from unscheduled breakdowns, as well as expected operational efficiencies

(4) Capacity utilization has been calculated based on actual production during the relevant fiscal year divided by the aggregate installed capacity all at the end of the relevant fiscal year

(5) The production capacity are measured by considering the below mentioned:

a. Actual Production done in a month

b. Actual time used for preparation or set up of machinery along with equipment in a month

c. Actual wastage (if any) in the manufacture of the products

d. The processing capacity of the CRGO plant is primarily dependent upon slitting line speed, annealing furnace batch cycles, precision cutting requirements, material handling efficiency and quality inspection across manufacturing operations.

Our ability to generate revenue and maintain our profitability depends on our ability to maintain high levels of capacity utilization and there is no assurance that our capacities will be adequately utilized. Our capacity utilization is subject to fluctuation and is influenced by several interdependent factors, including: (i) the volume, composition, and timing of orders in our existing order book; (ii) the readiness of customer project sites for commencement and continuation of project execution; (iii) the continuous and uninterrupted availability of raw materials and key inputs required for our manufacturing operations; and (iv) prevailing industry demand cycles and broader market conditions. In the event we face prolonged disruptions at our facilities including due to interruptions in the supply of water, electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current Manufacturing Facilities, resulting in operational inefficiencies which could have a material adverse effect on our business and financial

condition. 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 capacity expansion, could materially and adversely impact our cost of production, operating costs, business, growth prospects and future financial performance. For further details on our manufacturing facilities and capacities, see "*Our Business – Our Manufacturing Facilities*" on page 268.

Information relating to our installed capacities and the historical capacity utilisation of our Manufacturing Facilities included in this Draft Red Herring Prospectus may be based on certain assumptions and estimates, including assumptions relating to availability and quality of raw materials and assumptions relating to potential utilization levels and operational efficiencies. While we have obtained a certificate dated June 29, 2026 from Atulkumar Kantilal Soni, Heterogeneous Industrial Solutions Private Limited, independent chartered engineer (registration number: M-150264-0), in relation to installed and utilized capacity and actual production levels, future capacity utilisation rates may vary significantly from the historical capacity utilisation rates. In addition, capacity utilisation is calculated differently in different companies, countries, industries and for the kinds of products we manufacture. Actual utilisation rates may differ significantly from the estimated installed capacities or historical estimated capacity utilization information of our facilities. We make significant decisions, including determining the levels of business that we shall seek and accept, production schedules, personnel requirements and other resource requirements, based on our internal estimates and targets and strive to ensure that our production capacity is, at all times, utilized at optimum levels. If we are unable to fully utilize our installed capacities in the future, there could be a negative impact on our cost and profitability and thereby adversely affecting our financial condition.

10. ***Our exports expose us to various risks inherent in international business operations. Our export revenues constituted ₹688.11 million, ₹165.31 million and ₹340.06 million, representing 16.49%, 6.08% and 13.74%, respectively, of our revenue from operations in Fiscals 2026, 2025 and 2024. We have exported our products to Nigeria, the USA, the Middle East, Australia, Mexico, Nepal, Spain, Zimbabwe and United Kingdom, and any adverse developments in such jurisdictions or in our export operations could materially and adversely affect our business, results of operations, cash flows and financial condition.***

We have sold products to domestic and overseas customers including Australia, Mexico, Nigeria, Nepal, Spain, Zimbabwe, USA, United Kingdom, Middle East. Any fluctuations in our revenue from exports, may adversely affect our profitability, results of operations and financial condition. Our revenues from operations split across domestic and exports markets for Fiscal 2026, Fiscal 2025 and Fiscal 2024, together with such revenue as a percentage of our revenue from operations is as under:

(₹ in million)

Geographic Regions	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	As a percentage of revenue from operations (%)	Amount	As a percentage of revenue from operations (%)	Amount	As a percentage of revenue from operations (%)
Domestic markets	**3,484.24**	**83.51**	**2,551.54**	**93.92**	**2,135.19**	**86.26**
Exports[(1)]	**688.11**	**16.49**	**165.31**	**6.08**	**340.06**	**13.74**
Australia	-	-	0.01	0.00	3.93	0.16
Mexico	-	-	10.35	0.38	55.99	2.26
Nigeria	620.67	14.88	14.11	0.52	7.29	0.29
Nepal	-	-	2.75	0.10	1.31	0.05
Spain	-	-	-	-	8.01	0.32
Zimbabwe	-	-	-	-	0.89	0.04
USA	29.75	0.71	-	-	-	-
UK	-	-	-	-	0.47	0.02
Middle East*	18.60	0.45	82.23	3.03	13.95	0.56

(1) Includes sales to SEZ zone which are deemed exports

** Middle East includes Saudi Arabia, Kingdom of Bahrain, United Arab Emirates.*

We plan to continue to expand our presence in international markets in accordance with our business strategies. The markets in which we operate and plan to operate in the future are diverse and fragmented, with varying levels of economic and infrastructure development and distinct legal and regulatory systems, and do not operate seamlessly across borders as a single or common market. We may require considerable management attention and financial resources for managing our growing business across these international markets. Our operations are subject to inherent risks, including, but not limited to:

- entry barrier and difficulties in establishing brand recognition;
- uncertainties in cooperation with logistics and transportation partners;

- exposure to expropriation or other government actions in new regions;
- longer accounts receivable collection periods and greater difficulty in accounts receivable collection due to lower bargaining power in a less familiar market;
- potential foreign exchange and repatriation controls on foreign earnings, exchange rate fluctuations and currency conversion restrictions;
- the burden of complying with a variety of foreign laws, including delays or difficulties in obtaining government approvals and permits, import and export licenses, and regulations and unexpected changes in the legal and regulatory environment, including changes to import and export regulations;
- difficulties and costs of staffing and managing multiple multi-national operations;
- reduced protection for intellectual property rights in some jurisdictions, at a reasonable cost or at all;
- potentially adverse tax consequences, including tax consequences which may arise in connection with intercompany pricing for transactions between separate legal entities within a group operating in different tax jurisdictions; and
- political and economic instability including potential for political unrest, war or acts of terrorism in countries in which we operate.

We may be unsuccessful in developing and implementing policies and strategies that shall be effective in managing these risks in each country where we do business or plan to do business. Our failure to manage these risks successfully could adversely affect our business, operating results and financial condition. Further, we may face competition in other countries from companies that have more experience with operations in such countries or with international operations generally. We may not be able to compete with such companies if we are unable to offer competitive products at better price points which appeal to consumers in such markets. If we are unable to successfully build our brand reputation in the international markets, it may limit our ability to grow our business. Also, by expanding into new regions and markets, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

11. ***We intend to set up a greenfield Extra High Voltage ("EHV") transformer manufacturing facility at a total project cost of ₹ 3,057.80 million. We propose to utilise ₹ 2,317.76 million from the Net Proceeds towards capital expenditure. The completion and commencement of operations of our Proposed Facility is dependent on the performance of external agencies, and are subject to implementation delays, cost overruns, and are contingent upon obtaining the requisite approvals in a timely manner. Any changes in regulatory requirements could cause significant delays, increase costs, or even halt the project. If we are unable to effectively manage these risks or are unable to execute, commission and operationalise the Proposed Facility in a timely and cost-efficient manner, or if the facility does not perform in line with our expectations after commissioning, our business operations, financial condition, and future growth prospects may be materially and adversely affected.***

Our existing Transformer Manufacturing Facility at Waghodiya, Vadodara enables us to produce oil-filled transformers up to 160 MVA / 220 kV class and dry-type transformers up to 20 MVA / 36 kV class. While we have significantly expanded our MVA output within this range with total MVA sold growing from 2,487.07 MVA in Fiscal 2024 to 4,659.59 MVA in Fiscal 2026, manufacturing of EHV class transformers requires a purpose-built manufacturing and testing infrastructure that cannot be adequately accommodated within our existing manufacturing setup. In light of this, our Company has acquired 85,493.67 square meters of non-agricultural land at city survey nos. 26/1, 26/2, 28p1, 28p2, 29/1, 29/2, 30 p1, 30 p2, 31, 32, 34, 80 p1 at village Nurpura of Taluka Halol in Dist. Panchmahal, Gujarat, India where we intend to set up a greenfield Extra High Value ("EHV") transformer manufacturing facility at a total project cost of ₹ 3,057.80 million. This facility will be designed to manufacture transformers up to 500 MVA / 765 kV class and is intended to add 78,000 MVA of annual manufacturing capacity by Fiscal 2029. Towards this, the total project cost is ₹ 3,057.80 million and we intent to utilise ₹2,317.76 million from the Net Proceeds. Our Company has already deployed ₹ 451.21 million from its internal accruals and partly from the proceeds received by our Company pursuant to the issuance of Series A CCPS to India SME Investments Fund II towards the acquisition of land, including applicable taxes, stamp duty and registration fees. For further details, see *"Objects of the Issue – Details of the Objects – Funding capital expenditure towards setting up a greenfield Extra High Voltage ("EHV") transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat"* and *"Our Business – Our Strategies – Capitalizing on favorable industry tailwinds through a proposed greenfield facility to expand into extra high voltage ("EHV") power transformer segment"* on pages 119 and 261 respectively.

In this regard, we have (i) obtained Project Report prepared by RBSA Advisors LLP dated June 29, 2026, to determine the total project cost for development of the Proposed Facility; and (ii) quotations for equipment from the vendors. However, we have not yet placed any purchase orders or entered into definitive agreements with any of these vendors. All quotations received from the vendors are valid as on the date of this Draft Red Herring Prospectus. Also, we are yet to place orders for equipment and civil works for establishing the proposed manufacturing facility. Any disruption in procurement from such suppliers due to changes in trade policies, imposition of tariffs or import restrictions, geopolitical tensions, supply chain disruptions, or quality compliance issues may result in delays in project implementation and cost escalations may result in time and cost over-runs affecting our results of operations and financial condition.

The completion of the Proposed Facility is dependent on the performance of various external agencies responsible for, among other things, design, engineering, civil construction, supply of plant and machinery, installation, testing and commissioning. For further details, see *"Objects of the Issue – Details of the Objects - Funding capital expenditure towards setting up a greenfield Extra High Voltage ("EHV") transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat"* on page 119. Any failure, delay, underperformance, financial distress or non-compliance by such agencies may lead to implementation delays, defective execution, re-work requirements, quality issues, incremental expenditure and time or cost overruns. We may not be able to identify or appoint suitable replacement contractors, suppliers or service providers on a timely basis or on commercially acceptable terms, if at all. In addition, the actual amount and timing of our capital expenditure may differ materially from our current estimates due to unforeseen delays, inflation, escalation in input and construction costs, changes in scope, engineering or design modifications, technological changes, site-related issues, higher working capital needs, or other unanticipated expenses.

The completion and commencement of operations of our Proposed Facility are dependent upon obtaining the requisite approvals in a timely manner. We have obtained consent to establish by Gujarat Pollution Control Board and have made an application dated June 11, 2026, seeking approval for layout to Town Planning Office, Nagar Nigam, Halol for our Proposed Facility. Further, the successful implementation and operation of the Proposed Facility are contingent upon obtaining and maintaining various approvals, registrations, licences, consents and permits in a timely manner, including those relating to land use, construction, environmental matters, utilities and factory operations. For further details on approvals required for the Proposed Facility, see *"Objects of the Issue – Details of the* Objects - *Funding capital expenditure towards setting up a greenfield Extra High Voltage ("EHV") transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat- Government Approvals"* on page 119. Any delay in obtaining such approvals, any failure to receive the same on acceptable terms, any non-compliance with conditions attached thereto, or any changes in applicable laws, regulations, technical standards or governmental policies may delay, suspend, restrict or increase the cost of the project, and in certain circumstances may prevent the Proposed Facility from becoming operational as currently envisaged.

Further, a portion of the equipment, plant and machinery required for the Proposed Facility may also be sourced from international suppliers, which exposes us to additional risks including foreign exchange fluctuations, changes in import duties or tariff structures, trade restrictions, customs clearance delays, supply chain disruptions, geopolitical developments and quality or specification mismatches. If we are unable to execute, commission and operationalise the Proposed Facility in a timely and cost-efficient manner, or if the facility does not perform in line with our expectations after commissioning, our expansion plans, business prospects, financial condition, results of operations and cash flows could be materially and adversely affected.

12. ***Our business is working capital intensive and requires a significant amount of working capital in the ordinary course of business including for the purposes of procurement of raw materials, funding inventory and trade receivable and our Company proposes to utilize ₹ 1,659.52 million of the Net Proceeds towards our working capital requirements for Fiscal 2027 and Fiscal 2028. There can be no assurance that we will be able to effectively manage our working capital. If we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business which could have a material adverse effect on our business, results of operations and financial condition.***

Our business requires a significant amount of working capital in the ordinary course of business including for the purposes of procurement of raw materials, trade receivables, advances to vendors and balances with government authorities. The manufacturing of transformers involves substantial upfront expenditure towards procurement of raw materials and components, including CRGO electrical steel, CTC copper, aluminium, radiators, tanks, transformer oil, insulating materials including pressboard and kraft paper, bushings, and other components, many of which may have long procurement and delivery cycles. We are often required to maintain inventory levels to support project execution schedules and customer delivery timelines. Further, we are continuously expanding our business and planning to further increase the size of our Order Book. As we continue to expand our business, seek

to increase the size of our order book and transition into higher MVA class transformers, including manufacturing of EHV transformers our working capital requirements may increase further, including on account of higher absolute value of raw materials, longer production cycles, more stringent technical specifications, enhanced testing and qualification requirements, and increased performance security and bank guarantee obligations. In addition, our projects and contracts may require us to incur substantial working capital costs before milestone payments are made to cover these costs for the purpose of ensuring that such projects and contracts are delivered and completed on a timely manner.

Our working capital cycle is also affected by the time gap between procurement of raw materials, manufacture and dispatch of products, customer inspection and acceptance procedures, and ultimate collection of receivables. In certain cases, invoicing and receipt of payments are linked to dispatch, inspection, installation, commissioning or other contractual milestones. Delays in customer approvals, inspections, dispatches, project execution or payments may result in elongated receivable cycles and increased working capital requirements.

Based on our Restated Consolidated Financial Information set out below are certain parameters as of the dates indicated:

Particulars	Fiscal		
	2026	2025	2024
Inventory (₹ in million)	1,003.19	182.40	32.62
Trade receivables (₹ in million)	1,200.57	826.12	543.02
Trade Payables (₹ in million)	508.87	316.13	206.36
Inventory Days [(1)]	154	40	6
Trade Receivable Days[(2)]	105	111	80
Trade Payable Days [(3)]	78	69	37
Net Current Assets (₹ in million)	2,373.08	1,031.78	584.21
Net Current Liabilities (₹ in million)	821.24	591.46	424.57
Net Working Capital (₹ in million)	1,551.84	440.32	159.64
Net Working Capital Days [(4)]	136	59	24

(1) Inventory Days are calculated as closing inventory as at the end of the relevant period multiplied by 365 days and divided by the cost of goods sold for such period. Cost of goods sold is computed as the sum of cost of material consumed and changes in inventory of work-in-progress and finished goods;

(2) Trade Receivable Days are calculated as the closing trade receivables as at the end of the relevant period multiplied by 365 days and divided by revenue from operations for the relevant period;

(3) Trade Payable Days are calculated as closing trade payables as at the end of the relevant period multiplied by 365 days and divided by the cost of goods sold for such period;

(4) Net Working Capital Days are calculated as Net Current Assets minus Net Current Liabilities times 365 divided by revenue from operations.

The increase in Net Working Capital Days was largely attributable to an increase in our inventory days. The increase in inventory days from Fiscal 2025 to Fiscal 2026 is primarily attributable to the Company's shift towards higher MVA / KV class transformers, including the first-time manufacturing of the 160 MVA / 220 kV class transformers and increased execution of 100 MVA transformers during the year. These transformers require higher absolute value of raw materials and longer manufacturing cycles, resulting in higher inventory levels at the balance sheet date.

Further, our Company proposes to utilize ₹ 1,659.52 million of the Net Proceeds in Fiscal 2027 and Fiscal 2028, towards our working capital requirements. For further details, see "*Objects of the Issue –Details of the Objects – Part funding of the incremental working capital requirements of our Company*" on page 131. We expect to continue to fund our working capital requirements in the future from cash generated from operations and from internal accruals; however, our inability to meet our working capital requirements through cash from our operations or internal accruals, as the case may be, could have a material adverse effect on our business, results of operations and financial condition.

As we implement our growth strategy, we may need to secure additional funding through increased debt or new equity issuance to support our working capital. If we experience insufficient cash flows to meet our working capital and other requirements, it could materially and adversely affect our business and results of operations. If we are unable to manage our working capital requirements, our business, results of operations and financial condition could be materially and adversely affected. There can be no assurance that we will be able to effectively manage our working capital. If we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business, and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions, any of which would have a material adverse effect on our business,

results of operations and financial condition. For further details on the working capital facilities currently availed of by us, see "*Financial Indebtedness*" on page 397.

13. ***During Fiscal 2026, Fiscal 2025 and Fiscal 2024, we derived ₹ 1,760.49 million, ₹ 771.98 million and ₹ 758.84 million which constituted 42.19%, 28.41% and 30.66% of our revenue from operations, and ₹ 96.82 million, ₹ 20.56 million and ₹ 50.87 million which constituted 2.32%, 0.76% and 2.05% of our revenue from operations, from sale of transformers to the railway sector and metro rail respectively. Our ability to secure orders from railway sector and metro rail depends on maintaining approved vendor status, technical qualifications, certifications and empanelment, and any suspension, cancellation or failure to obtain or renew such approvals could materially and adversely affect our business, results of operations, financial condition and cash flows***

A significant portion of our business is derived from customers and sectors that require vendors to satisfy prescribed technical qualification criteria, testing requirements, quality standards, product certifications and vendor registration or empanelment requirements prior to participating in tenders or procurement processes. Such requirements may arise not only in relation to railways sector, but also in relation to metro rail, where participation may be subject to separate approved vendor lists, technical clearances, product qualifications, registrations or empanelment prescribed by the relevant procuring entities, project authorities or EPC contractors. The following table sets out our revenue from operations from the railways sector and metro rail and as a percentage of revenue from operations for Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in million, unless stated otherwise)

End-use Sector	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Railway sector*	1,760.49	42.19	771.98	28.41	758.84	30.66
Metro rail	96.82	2.32	20.56	0.76	50.87	2.05
Total	**1,857.31**	**44.51**	**792.54**	**29.17**	**809.71**	**32.71**

* *We supply transformers predominantly to EPC contractors who execute infrastructure projects in the railways sector.*

Similarly, transformers intended for transmission utilities such as PGCIL must meet stringent pre-qualification criteria, including compliance with IEC/IS/IEEE standards, witnessed testing, and detailed inspection protocols *(Source: CRISIL Report)*. In India, qualification for central utilities and agencies such as PGCIL, Indian Railways, NTPC, state transmission utilities, and renewable developers often takes several years and requires successful execution history and proven references in similar voltage classes *(Source: CRISIL Report)*.

In the metro rail segment, procurement may be undertaken by metro rail corporations, urban transit authorities, public sector undertakings, project implementing agencies or EPC contractors, each of which may prescribe separate vendor registration, empanelment, inspection, testing and product qualification requirements. We offer cast resin dry type transformers conforming to IEC 60076-11 standards with E2 (Environmental), F1 (Fire) and C2 (Climatic) classifications, pursuant to testing and certification conducted by CESI, Milan, Italy which enables us to supply transformer to metro rail. Any inability to satisfy such requirements or maintain our empanelment status may limit our ability to participate in such tenders and reduce our ability to secure orders from metro rail projects

Further, customers in the railways sector require approved vendor status as a condition for supply of transformer products. Our Company is registered as an approved vendor with RDSO, the research and development wing of Indian Railways, for all classes of transformers required for 2x25 kV traction substations. The maintenance of a valid and active RDSO approval is a mandatory prerequisite for our products to be considered for procurement in railway-linked projects, whether such procurement is made directly by Indian Railways or through EPC contractors engaged by Indian Railways for project implementation. There can be no assurance that the Company will be able to maintain its RDSO approvals at all times, obtain renewals thereof in a timely manner, or comply with specifications prescribed by RDSO without incurring significant additional costs or delays. We have not faced any instance of lapse, non renewal or rejection of our RDSO approvals in the last three Fiscals. Failure to renew or delisting of the Company's RDSO approvals, or any failure or delay in complying with revised RDSO technical standards and specifications, could render the Company ineligible to supply transformers for railway-linked projects, result in the loss or deferral of orders, impair the Company's relationships with its contractor customers, and could adversely affect our business.

Further, RDSO may alter, update or revise the specifications and standards from time to time to reflect changes in technology, safety requirements, operating conditions, network requirements, voltage classes, product configurations or procurement policies. While we have experience in designing and manufacturing products in accordance with applicable customer and regulatory specifications, any such revisions may require us to undertake

additional design modifications, documentation, testing, validation, inspection or re-qualification in respect of certain existing or proposed products. Such processes may involve additional time and expenditure and may also require coordination with testing agencies, inspection authorities and customers. Further, the implementation timeline and practical implications of revised specifications may vary depending on the nature and extent of the changes introduced. If we are unable to complete any required testing, validation or approval process within anticipated timelines, or if compliance with revised specifications requires material changes to existing products or manufacturing processes, our ability to supply or execute certain railway or metro rail sector orders may be affected. This may result in increased costs, delays in execution or deferment of revenue from the affected products or orders. Accordingly, any significant revision in applicable RDSO or railway technical standards or approval requirements could have an adverse effect on our business, results of operations, cash flows and financial condition.

Additionally, our eligibility to participate in tenders and our ability to secure such orders depends on several factors, many of which are beyond our control, including our ability to maintain vendor registrations and pre-qualification status, comply with applicable testing, inspection and documentation standards, furnish bid and performance security, and submit bids within prescribed timelines. In relation to orders awarded through competitive tendering processes, particularly by government-controlled entities and utilities, procurement processes may be delayed, modified, cancelled or re-bid, and qualification criteria, technical specifications or commercial terms may change. Even where we are technically qualified, there can be no assurance that our bids will be accepted or that we will secure all or a substantial number of the contracts for which we bid. Further, in relation to private sector and relationship-based business, our ability to secure orders depends significantly on our ability to maintain commercial relationships, meet customer expectations on quality, pricing and delivery, and continue to be considered a reliable supplier for ongoing and future projects. Any deterioration in such relationships, any failure to meet customer requirements, or any reduction in project activity or procurement requirements of such customers may adversely affect our ability to secure repeat or new orders.

Additionally, any failure to comply with applicable customer specifications, testing standards, quality requirements or contractual performance obligations, any adverse audit or inspection findings, product performance issues, delays in execution, customer complaints or inability to successfully complete required testing or certification procedures may result in suspension, downgrade or cancellation of our approved vendor status or disqualification from participation in future tenders or procurement processes. While we have not experienced any instance of non-compliance with customer specifications, testing standards, quality requirements or contractual performance obligations during the last three Fiscals, we cannot assure you that we will be able to remain compliant at all times in the future. Further, customers and procuring authorities may revise qualification criteria, approved product specifications, technical standards or eligibility requirements from time to time. Any inability to adapt to such changes in a timely and cost-effective manner may adversely affect our ability to maintain existing approvals or obtain new empanelments could have an adverse effect on our business, results of operations, cash flows and financial condition.

14. ***We have not yet placed orders in relation to the capital expenditure for the purchase of equipment and machinery for our Proposed Facility amounting to ₹1,297.95 million proposed to be utilised from Net Proceeds. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment in a timely manner, or at all, it may result in time and cost overruns and our business, prospects and results of operations may be adversely affected.***

We intend to utilize ₹1,297.95 million from the Net Proceeds for funding capital expenditure requirements towards the purchase of machinery and equipment and undertaking civil works for installation of machinery at our Proposed Facility. While we have procured quotations from vendors in relation to the capital expenditure to be incurred, we have not placed orders for the capital expenditure proposed to be funded from the Net Proceeds and have not entered into any definitive agreements with the vendors in relation to such capital expenditure as of the date of this Draft Red Herring Prospectus. Our funding requirements are based on management estimates and Project Report prepared by RBSA Advisors LLP dated June 29, 2026. For details in respect of the foregoing, see "*Objects of the Issue –Details of the Objects – Funding capital expenditure towards setting up a greenfield Extra High Voltage ("EHV") transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat.*" on page 119. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors.

We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotation or that there will not be cost escalations. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, design changes and technological changes. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment/machinery or in the event the vendor is not able to provide the equipment/ machinery in a timely manner, or at all, we may encounter time and

cost overruns. Further, if we are unable to procure the requisite equipment/ machinery from the vendors from whom we have procured bid, we cannot assure you that we may be able to identify alternate vendor to provide us with the materials which satisfy our requirements at acceptable prices. Our inability to procure the machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

15. ***We have experienced negative net cash flow from operating activities of ₹ (98.19) million in Fiscal 2026 and may continue to have negative cash flows from operating activities in future as well. Such negative cash flows in future could adversely affect our results of operations and financial condition and could also impact our ability to service our debt obligations in a timely manner and might also require us to assume additional debt obligations which would in turn increase our interest expense.***

We have experienced negative net cash flows used in operating activities in Fiscal 2026. For further details, see *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* and "*Restated Consolidated Financial Information*" on page 365 and 311, respectively.

Our cash flows from operating activities are set forth in the table below for the Fiscals 2026, 2025 and 2024:

(₹ in million)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net cash flow (used in) generated from operating activities	(98.19)	212.57	112.91

The negative cash flow from operating activities was primarily attributable to increase in working capital requirements for our Company. During Fiscal 2026, our product mix shifted towards higher MVA transformers, which are generally more capital-intensive and involve higher raw material consumption, longer manufacturing and execution cycles, and a greater amount of capital being tied up in raw materials, work-in-progress and finished goods prior to dispatch, revenue recognition and collection. These factors may continue to affect our cash flows, business, future financial performance and results of operations materially and adversely affected. For further details, see *"Risk Factors- Our business is working capital intensive and requires a significant amount of working capital in the ordinary course of business including for the purposes of procurement of raw materials, funding inventory and trade receivable and our Company proposes to utilize ₹ 1,659.52 million of the Net Proceeds towards our working capital requirements for Fiscal 2027 and Fiscal 2028. There can be no assurance that we will be able to effectively manage our working capital. If we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business which could have a material adverse effect on our business, results of operations and financial condition" and "Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash flows"* on page 35 and 389, respectively. We cannot assure you that we will not experience negative cash flows in the future and such negative cash flows could adversely affect our financial condition and trading price of our Equity Shares in the future. In addition, negative cash flows could impact our ability to service our debt obligations in a timely manner and also require to assume additional debt obligations which would in turn increase our interest expense.

16. ***There are pending tax proceedings and outstanding demands against our Company and certain of our Directors. Our Company in the past has also received a show cause notice from the Cost Audit Branch, Ministry of Corporate Affairs, Government of India for not filing the cost audit report for the Fiscal 2024. Any adverse decision in such proceedings may render us / them liable to liabilities / penalties and may adversely affect our business, results of operations and financial condition.***

Our Company and certain of our Directors are involved in pending proceedings with tax authorities and are subject to outstanding tax demands. A summary of outstanding tax demands involving our Company and Directors as on the date of this Draft Red Herring Prospectus as disclosed in the section titled *"Outstanding Litigation and Material Developments"* in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Particulars	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceeding	Disciplinary actions by SEBI or Stock Exchanges on our Promoter in the last five Fiscals	Material Civil Litigation	Aggregate amount involved* (₹ in million)
Company						
By our Company	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Company	Nil	3	1	N.A.	Nil	1.18
Promoter						

Particulars	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceeding	Disciplinary actions by SEBI or Stock Exchanges on our Promoter in the last five Fiscals	Material Civil Litigation	Aggregate amount involved* (₹ in million)
By our Promoter	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Directors (excluding Promoter Directors)						
By our Directors	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Directors	Nil	4	Nil	N.A.	Nil	0.39
Key Managerial Personnel and Senior Management						
By our Key Managerial Personnel and Senior Management	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against our Key Managerial Personnel and Senior Management	Nil	N.A.	Nil	N.A.	N.A.	Nil
Subsidiary						
By our Subsidiary	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Subsidiary	Nil	Nil	Nil	N.A.	Nil	Nil

* *To the extent quantifiable*

The amounts mentioned above may be subject to additional interest/ penalties being levied by the concerned authorities which have not been included above as not being ascertainable as on date of this Draft Red Herring Prospectus. For further details regarding these legal proceedings, see "*Outstanding Litigations and Material Developments*" on page 403.

Further, our Company has also received a show cause notice dated March 29, 2025, from the Cost Audit Branch, Ministry of Corporate Affairs, Government of India ("**CAB**") calling upon our Company and its officers in default to show cause as to why no action should be initiated for contravention of Section 148(6) of the Companies Act, 2013 read with Rule 6 of Companies (Cost Records and Audit) Rules, 2014 and Section 403 of the Companies Act, in relation to non-filing of the cost audit report for Fiscal 2024 within the prescribed time limit Our Company has also received reminder communications dated June 30, 2025 and September 17, 2025. In response to the aforesaid communications, our Company has*, inter alia*, submitted its response on October 02, 2025 on the MCA Portal, stating that such delay was due to a technical error on the MCA portal and subsequently, we have since filed the cost audit report in Form CRA-4 (SRN: AB8051289) on October 08, 2025 along with the applicable additional fees. Our Company has not received any further communication in relation to the aforesaid matter.

There can be no assurance that the aforesaid proceedings will be decided in favour of our Company and Directors, as the case may be. In addition, we cannot assure you that no additional liability will arise out of these proceedings that could divert our management's time and attention and consume financial resources. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. Any adverse order or direction in these cases by the concerned authorities even though not quantifiable, may have an adverse effect on our business, results of operations and financial condition. If any new proceedings are initiated or new developments arise, such as change in 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 liabilities. In addition, if the outcome of any of these proceedings leads to reputational damage, it could impact our relationships with stakeholders, including customers, suppliers, lenders, and employees, thereby adversely affecting our business continuity and growth prospects.

17. ***We are subject to stringent testing requirements, including short-circuit testing, as well as strict quality standards, audits and inspections and any product defect issues or failure by us and our ability to maintain quality of products, or our failure to adhere to customer specifications or our raw material suppliers failure to comply with quality standards, may lead to the cancellation of existing and future orders, recalls or exposure to potential product liability claims by our customers which could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

Our products are typically subject to rigorous inspection, testing and validation procedures, including routine tests, type tests and special tests, and, as required by customers or tender conditions, we also conduct short circuit testing, lightning impulse withstand tests, temperature rise tests, partial discharge tests, capacitance and other performance-related tests mandated by customers, procuring authorities or applicable standards. Our products are also required to comply with stringent technical specifications, quality standards and performance parameters prescribed by our customers, and other applicable procurement and regulatory requirements. For instance, in order to supply transformers to railways sectors, we have obtained approval from RDSO (i) for all classes of transformers required for 2×25 kV traction substations in India; (ii) to manufacture 100 MVA / 220 kV Scott-connected traction transformers for use in high-voltage rail network electrification undertaken by the Indian Railways and (iii) to manufacture 100 MVA / 230 kV Scott-connected traction transformers for use in high-voltage rail network electrification undertaken by the Indian Railways.

The testing infrastructure itself represents a substantial barrier to entry *(Source: CRISIL Report)*. Short-circuit testing validates that the transformer's design and construction covering aspects such as winding geometry, conductor sizing, core and coil clamping, and tank robustness are adequate to endure these stresses, with post-test assessments confirming that key parameters remain within acceptable limits *(Source: CRISIL Report)*. The need for specialised test facilities, advanced instrumentation, and robust engineering expertise makes short-circuit testing a significant barrier to entry for manufacturers, especially in the HV and EHV segment *(Source: CRISIL Report)*. Collectively, the combination of short-circuit testing and industry-specific approvals and certifications creates substantial barriers to entry for new manufacturers *(Source: CRISIL Report)*. These requirements demand significant upfront investment, advanced technical expertise, and proven design and engineering capabilities, which are typically accumulated over years by established players in the transformer industry *(Source: CRISIL Report)*. This ensures that only manufacturers with robust quality assurance systems and a track record of reliable performance are able to supply mission-critical HV and EHV transformers to demanding end-user segments *(Source: CRISIL Report)*.

Our manufacturing facilities maintain testing infrastructure for the conduct of such tests, and our testing facilities are subject to accreditation requirements. Customers generally require pre-dispatch inspection of our products at our manufacturing premises or third-party inspection by independent inspection agencies or agencies nominated by the customer. Our manufacturing facilities, quality management systems, processes and documentation are subject to periodic audits, surveillance assessments, vendor qualification evaluations and customer-site audits. Any failure to successfully complete required tests, inspections or audits, any adverse finding during such inspections, or any delay in obtaining test validations, type-test reports, third-party approvals or technical acceptance, may result in delay in dispatches, rejection of products, withholding of payments or contractual price adjustments, invocation of performance guarantees, or disqualification from participating in future tenders or vendor panels. While we have not had any such instances in the last three fiscals, we cannot assure you that such failures, adverse findings, delays, rejections, payment withholdings, contractual adjustments or disqualifications will not occur in the future.

Also, our ability to secure and retain business depends significantly on our ability to consistently manufacture products that meet required quality standards and customer specifications. The quality of our products is dependent not only on our own manufacturing processes and quality assurance systems but also critically on the quality, consistency and conformity of raw materials and components procured from third-party suppliers, including CRGO electrical steel, CTC copper, aluminium, radiator, tank, transformer oil, insulating materials including pressboard and kraft paper, bushings, and other components. If any of our suppliers fail to comply with prescribed quality standards, supply defective or non-conforming materials or components, fail to maintain batch-to-batch consistency, or are unable to fulfil supply commitments, our products may fail to meet required technical specifications or performance standards. We may not always be able to detect latent defects in such materials or components prior to or during production, or prior to their incorporation into completed transformer units. Any such failure on the part of our suppliers may adversely affect our production schedules, increase internal rejection rates, lead to customer complaints, and expose us to contractual penalties and legal liabilities. While we have not experienced any customer complaints in the last three Fiscals that have resulted in contractual penalties or legal liabilities, we cannot assure you that we will not be subject to any contractual penalties and legal liabilities in the future. Non-compliance with such requirements may result in rejection of individual supplies, deferral or cancellation of purchase orders, forfeiture of earnest money deposits, security deposits or bank guarantees furnished against orders, downgrading of our vendor status and loss of future business opportunities from such customers. Failure by us to adapt to evolving industry standards, changing customer technical requirements, or revisions to applicable national or international standards governing transformer products may further expose us to the risk of non-compliance and consequent adverse commercial consequences.

Further, transformer as a products is a critical electrical infrastructure equipment, and any defect, non-conformity, design deficiency, manufacturing error, use of sub-standard raw materials or components, or failure to meet operational performance requirements may result in product failure at customer sites, operational disruptions,

safety incidents, damage to customer or third-party assets, or interruption of power systems. If our products are found to be defective or fail to perform as required after delivery, we may be required to repair or replace such products, undertake rework, bear warranty, and after-sales service costs, compensate customers for consequential losses, or face indemnity obligations or product liability claims. Further, in certain cases, certain product-related issues, including oil leakage, may arise during handling, transportation or installation and may necessitate limited rectification measures at site. Such instances are generally operational in nature and do not necessarily indicate any inherent manufacturing defect or systemic quality failure. While such instances have not resulted in any product liability claims against us, we cannot assure you that similar or other product-related issues will not arise in the future.

18. ***A portion of our revenues and expenses are denominated in foreign currency. Our revenue from exports contributed 16.49%, 6.08% and 13.74% of our revenue from operations in Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively, while foreign currency-denominated expenses represented 22.12%, 7.43% and 11.10% of our total expenses, respectively. Any adverse events or changes in laws and duties in relation to imports and exports could have an adverse impact on our business, revenue operations, financial condition and cash flows.***

Apart from our operations in India for 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 USD, Euro and AUD**.** The table below sets out our revenues and expenses denominated in foreign currencies:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from exports	688.11	165.31	340.06
Revenue from exports as % of revenue from operations	16.49	6.08	13.74
Expenses	644.86	156.21	252.80
Expenses as a % of total expenses	22.12	7.43	11.10

Further, fluctuation in foreign currencies exchange rates could have adverse effects on our business, results of operations and financial condition. The table below sets out our foreign exchange fluctuations on import and export in Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Foreign Exchange Fluctuation (Net) Gain	11.46	2.25	3.73
Foreign Exchange Fluctuation (Net) Gain as a percentage of total income(%)	0.27	0.08	0.15

Our business and results from operations may be affected in the event that the exchange rate between the international currencies and the Indian Rupee fluctuates. 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 would result in an increase in the cost of our products. 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 results of operations and cash flows.

19. ***We are significantly dependent on import of our primary raw material, i.e., CRGO electrical steel and CTC copper which are critical raw materials for our transformer manufacturing operations. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, we spent ₹ 610.89 million, ₹ 121.91 million and ₹ 149.15 million which constituted 23.45%, 6.79% and 7.62%, respectively of cost of material consumed, towards import of CRGO electrical steel and CTC copper. Any disruption in the import supply chain, unavailability of supply, or increase in import costs our ability to procure the raw material on commercially acceptable terms due to geopolitical developments, trade policy changes, or global logistics constraints could adversely affect our business, financial condition and results of operations.***

CRGO electrical steel and CTC copper is a primary raw material used in the manufacture of transformers, and a substantial portion of our requirement for CRGO electrical steel and CTC copper is sourced through imports. In particular, our Subsidiary imports CRGO electrical steel from China, Japan and Hong Kong, while our Company imports CTC copper from China. The table below represent amount spent towards import of CRGO electrical steel and CTC copper and as a percentage of cost of material consumed in Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	As a percentage cost of material consumed (%)	Amount	As a percentage cost of material consumed (%)	Amount	As a percentage cost of material consumed (%)
CRGO electrical steel	455.88	17.50	121.91	6.79	149.15	7.62
CTC copper*	155.01	5.95	-	-	-	-
Total	**610.89**	**23.45**	**121.91**	**6.79**	**149.15**	**7.62**

* *CTC copper is used primarily in the manufacturing of 100 MVA and above transformer classes and import procurement is commercially viable only at higher volumes, hence our import of CTC copper increased in Fiscal 2026. We expect such imports to increase further as production of 100 MVA and above transformer class increases.*

Our dependence on imported CRGO electrical steel and CTC copper from China, Japan and Hong Kong exposes us to risks associated with international supply chains, including unavailability or shortage of material, delays in shipment, container shortages, disruptions in global logistics, changes in trade policies, imposition or increase of customs duties and other import-related levies, restrictions on imports, geopolitical developments, currency exchange rate fluctuations and volatility in international prices. Global economic and market conditions are increasingly affected by geopolitical tensions, armed conflicts, trade disruptions, sanctions regimes and regional instability, including the ongoing conflict involving Iran and related tensions in the Middle East. Such geopolitical developments have resulted, and may continue to result, in volatility in global commodity prices, disruption of international trade routes, increase in freight and insurance costs, supply chain disruptions, currency fluctuations, inflationary pressures and broader macroeconomic uncertainty.

We tend to reduce raw material price fluctuation risk by ensuring that a majority of our orders are covered by escalation clauses; for open orders, we have already procured the relevant inventory; for long-lead projects exceeding 12 months, we generally do not accept purchase orders without an escalation clause; and for shorter lead-time fixed-price orders of less than 12 months, we proactively procure inventory for items where we anticipate potential price increases. We mitigate the risk of raw material price fluctuations by including escalation clauses in a majority of our orders, procuring inventory against open orders, generally not accepting purchase orders for order exceeding 12 months without escalation protection, and stocking inventory for short lead-time fixed-price orders where price increases are anticipated.

In addition, our ability to procure imported CRGO electrical steel or CTC copper on commercially acceptable terms may be affected by global demand-supply imbalances, actions of overseas suppliers and changes in applicable regulatory or foreign trade frameworks. Any delay, disruption or increase in the cost of procurement of imported CRGO electrical steel or CTC copper, or any inability on our part to secure adequate quantities of CRGO electrical steel or CTC copper of the required quality in a timely manner, may adversely affect our production schedules, lead times, cost structure and ability to meet customer requirements. Consequently, our substantial dependence on imported CRGO electrical steel may adversely affect our business, cash flows, financial condition and results of operations.

20. ***Our operations require us to maintain various insurance policies including but not limited to insurance policies such as fire, burglary, commercial vehicle, motor vehicle and marine cargo, covering our plant and machinery, finished stocks, stock-in-trade, stock in transit and other fixed assets, etc. As on March 31, 2026, the total insurance coverage maintained by our Company and our Material Subsidiary was ₹1,006.21 million which was 78.20% of the insurable assets as per the Restated Consolidated Financial Information. Our insurance coverage may not be sufficient or adequate to protect us against all material hazards or our insurance claims under the insurance policies maintained by us will be honoured fully, which may adversely affect our business, financial condition and results of operations.***

Our operations are subject to various risks inherent in the manufacturing industry including defects, liability for product and/or property damage, malfunctions and failures of manufacturing equipment, fire, riots, strikes, explosions, loss-in-transit for our products, accidents, personal injury or death of the employees, environmental pollution and natural disasters. We have obtained insurance policies such as fire, burglary, commercial vehicle, motor vehicle and marine cargo, covering our plant and machinery, finished stocks, stock-in-trade, stock in transit and other fixed assets, etc. As on March 31, 2026, the total insurance coverage maintained by the Company and our Material Subsidiary was ₹ 1,006.21 million which was 78.20% of the insurable assets as per the Restated Consolidated Financial Information. As of March 31, 2026, we were not adequately insured. However, as of the date of this Draft Red Herring Prospectus, we believe that the insurance coverage maintained by us is adequate for the risks associated with the operation of our business. Any loss or damage suffered by us that is uninsured, not covered under our insurance policies, exceeds the limits of our insurance coverage, or is the subject of a

rejected insurance claim, would have to be borne by us and could adversely affect our business, results of operations and financial condition. In addition, our insurance policies expire from time to time and we may not be able to renew our policies in a timely manner, or at acceptable cost or at all. In case any uninsured loss occurs, we could lose our investment in, as well as anticipated profits and cash flows from the asset. In addition, even if any such loss is insured, there may be a significant deductible on any claim for recovery prior to our insurer being obligated to reimburse us for the loss, or the amount of the loss may exceed our coverage for the loss.

The table below provides a consolidated view of our insurance coverage for total assets as at Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in million, unless stated otherwise)

Particulars	As of and for the financial year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Amount of Insurable Asset* [A]	1,286.79	389.06	156.76
Amount of Insurance Obtained# [B]	1,006.21	777.96	748.84
Insurance Coverage (in %) [B/A]	78.20	199.96	477.70

* *aggregate of carrying value of insurable assets as at the respective balance sheet date.*

\# *The Company has also obtained a marine cargo open policy for movement of goods inwards and outwards including import and export of goods aggregating to ₹ 11,132.50 million, 11,132.50 million and 7,612.50 million respectively for Fiscal 2026, 2025 and 2024.*

The table below provides details of cumulative insurance claim made by us during Fiscal 2026, Fiscal 2025 and Fiscal 2024:

Period	No. of claims	Claims made by the Company (₹ in million)	Settlement amounts (₹ in million)
Fiscal 2026	1#	2.82	-*
Fiscal 2025	2	7.82	7.82
Fiscal 2024	0	No Claim	No Claim

\# *Other than the claim mentioned in the table above, our company is in process of filing the application of claim with Insurance company for fire incident occurred at existing manufacturing unit of the Company in August-2025 amounting to ₹ 17.95 million.*

* *Settlement amount pursuant to the claim is under process as on the date of this certificate and hence amount is not ascertainable.*

We cannot assure you that, in the future, any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Further, an insurance claim once made could lead to an increase in our insurance premium, resulting in higher deductibles and also requiring us to spend towards addressing certain covenants specified by the insurance companies. While we have not experienced any material uninsured losses or denial of significant claims in the last three Fiscals, there can be no assurance that such events will not occur in the future, which could materially and adversely impact our business, financial condition, cash flows and results of operations.

21. ***We intend to expand our transformer manufacturing capabilities, by entering into manufacturing of Extra High Voltage ("EHV") transformers with higher MVA class, a segment in which we have limited operating experience, and our ability to successfully implement such expansion and utilise the enhanced capacity will depend on our ability to develop, manufacture and commercialize such products and secure adequate customer orders. Any failure to do so or any under-utilisation of the expanded capacity may adversely affect our business, financial condition, results of operations and cash flows.***

Our existing Transformer manufacturing facility at Waghodiya, Vadodara enables us to produce oil-filled transformers up to 160 MVA / 220 kV class and dry-type transformers up to 20 MVA / 36 kV class and as a part of our business strategy, our Company intends to manufacture Extra High Voltage ("**EHV**") transformers with higher MVA class. While we have significantly expanded our MVA output within this range with total MVA sold growing from 2,487.07 MVA in Fiscal 2024 to 4,659.59 MVA in Fiscal 2026, manufacturing of EHV class transformers requires a purpose-built manufacturing and testing infrastructure that cannot be adequately accommodated within our existing manufacturing setup. In light of this, our Company has acquired 85,493.67 square meters of non-agricultural land at city survey nos. 26/1, 26/2, 28p1, 29p2, 29/1, 29/2, 30 p1, 30 p2, 31, 32, 34, 80p1 at village Nurpura of Taluka Halol in Dist. Panchmahal, Gujarat, India, for the development of our Proposed Facility. This facility will be designed to manufacture transformers up to 500 MVA / 765 kV class and is intended to add 78,000 MVA of annual manufacturing capacity by Fiscal 2029. For further details, see *"Objects of the Issue – Details of the Objects - Funding capital expenditure towards setting up a greenfield Extra High Voltage ("EHV") transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat."* on page 119. However, we have limited experience and operating track record in the development, manufacturing and commercialization of products in this segment. Our ability to successfully establish ourselves in this category will depend on several factors, including our ability to develop technologically compliant and commercially viable products, procure appropriate machinery and components, establish and

validate manufacturing processes, obtain necessary approvals, tests, certifications and regulatory clearances, recruit and retain personnel with relevant technical expertise, and build relationships with customers in this market segment. There can be no assurance that we will be able to successfully develop such products within the anticipated timelines or at all.

Further, the transformers with higher MVA may involve higher technical complexity, more stringent design, testing, quality and performance requirements, longer approval and qualification cycles, and increased capital expenditure and working capital requirements. If our products in this category fail to meet required specifications, performance standards or customer expectations, or if there are delays in product development, testing, certification, market entry or commercial production, our expansion plans may not materialize as expected. In addition, even if we are able to develop and manufacture products in the high-voltage category, we may not be able to attract sufficient customer interest, secure orders, compete effectively with established players, or achieve adequate market acceptance for such products. Any such failure or delay could result in underutilization of resources, increased costs, inventory build-up, reputational harm and lower-than-expected revenues from such initiative, which may adversely affect our business, prospects, cash flows, financial condition and results of operations.

As our Company intends to manufacture transformers up to 500 MVA / 765 kV class at the Proposed Facility, we may be required to successfully complete short-circuit testing and satisfy other technical qualification, performance validation and customer approval requirements. Such testing and qualification processes are complex, time-consuming and subject to the availability, scheduling and performance of external testing agencies and certification bodies. There can be no assurance that such tests will be completed within the expected timeline or that the relevant products will successfully meet the required technical parameters and performance standards on the first attempt, or at all. Any failure in short-circuit testing, delay in testing, need for design modifications, re-testing or inability to obtain the requisite customer or technical approvals may adversely affect our ability to manufacture, market or supply such higher-capacity transformers in a timely manner. As a result, the of operations at our Proposed Facility may be slower than anticipated, a portion of the expanded capacity may remain underutilised, and the expected commercial and operational benefits of the facility may take longer to realise than currently anticipated. This could adversely affect our revenue generation, margins, return on investment, cash flows and results of operations.

Further the utilisation of expanded capacity will depend on our ability to secure sufficient orders from railway sector, metro rail, renewable energy and BESS, private DISCOM, industrial and other end-use sectors and necessary industry approvals like PGCIL for supplying transformers to Public DISCOMS, which in turn is influenced by factors such as tender issuance by utilities and government agencies, award of projects to EPC contractors, customer qualification and approval processes, design finalisation, inspection and testing requirements, and overall project execution timelines. There can be no assurance that order inflows will increase in line with our expanded capacity or that awarded orders will be executed within anticipated timelines. Any delay in tendering activity, project awards, customer approvals or execution schedules, or any slowdown in demand for transformers, may result in under-utilisation of our expanded facilities. Such under-utilisation could lead to lower absorption of fixed costs, reduced operational efficiencies, lower return on capital invested and pressure on our margins and cash flows, which may adversely affect our business, financial condition and results of operations.

22. ***We are unable to trace certain of our corporate filings with respect to certain corporate records and secretarial forms filled by us with the Registrar of Companies. There were certain instance of delayed fillings and factual inaccuracy in our corporate filings. Any action taken against our Company in relation to such discrepancies may adversely affect our business, financial condition, results of operations and reputation. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to such matters, which may adversely impact our financial condition and reputation.***

We have not been able to trace certain secretarial records, including the form filings made by our Company and certain corporate record required to be maintained by our Company. The relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs ("**MCA Portal**") or in the physical records available at the RoC. This was despite conducting internal searches and engaging an independent practising company secretary to conduct a physical search of our records at the RoC and prepare a report on such search.

We are unable to trace Form FC-GPR filed with the Reserve Bank of India for allotments made on February 18, 2009. Further, the payment challans corresponding to certain filings made with the Registrar of Companies, including Form-1, Form-18, Form-32, Form-2, Form-23B, Form-23AC, Form-20B, Form-23, MGT-14, DIR-12, ADT-1, GNL-1, INC-22, DIR-11, MGT-7, CHG-1, CHG-4 and INC-27, are also not traceable.

Further, Our Company has, on certain occasions, experienced delays in filings with the Registrar of Companies. Such delayed filings include: (i) annual filings; (ii) allotment-related filings, including Form 2 and Form PAS-3; (iii) filings relating to the appointment of directors, statutory auditors, cost auditors and internal auditors; and (iv) other statutory forms, including MGT-14, DPT-3, CHG-1, MSME Form-I, CRA-4, PAS-6, SH-7 and CSR-2. Furthermore, our Company has, in the past, made certain inadvertent errors and discrepancies in its secretarial filings, primarily of a technical or clerical nature, in relation to MGT-7 filed for Fiscal 2018 and Fiscal 2024. For instance, omission of the board meetings held on August 30, 2017, and July 15, 2023, from the list of meetings disclosed in the respective annual filings made with RoC. Further, we have also sent an intimation through our letter dated June 29, 2026, to the RoC informing them of the missing form filings and inadvertent inaccuracies in the form filings of the Company.

While there have been no regulatory proceedings or actions initiated against us in relation to the aforementioned non-availability of the corporate records, we cannot assure you that we will not be subject to legal proceedings, regulatory action or penalties imposed by statutory or regulatory authorities in this respect, which may adversely affect our business, financial condition, results of operations and reputation.

23. ***The transformer manufacturing industry in which we operate is subject to constant improvements and upgradations to higher classes of transformers and technologies. If we are unable to anticipate, identify, understand and respond timely to rapidly evolving technological and market trends to meet our customers' demands and to adapt to major changes and shifts in the transformer industry, our business may be materially adversely affected.***

The industry in which we operate is subject to continuous technological improvements, product upgradations, evolving customer requirements and changes in industry standards. Our ability to compete effectively depends on our ability to anticipate, identify, understand and respond in a timely and cost-effective manner to changes in transformer technologies, technical specifications, end-user preferences and applicable regulatory and operational requirements. If we fail to adapt to such developments, our business, results of operations, financial condition and prospects could be materially and adversely affected.

We manufacture dry-type transformers and oil-filled transformers with customized technical specifications. A substantial portion of our revenue from operations is derived from the manufacture and sale of oil-filled transformers. Set out below is our revenue from operations during Fiscal 2026, Fiscal 2025 and Fiscal 2024, from the manufacturing and sale of our Oil- filled transformers:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from operations	As a percentage of revenue from operations (%)	Revenue from operations	As a percentage of revenue from operations (%)	Revenue from operations	As a percentage of revenue from operations (%)
Oil-filled Transformers	3,168.99	75.95	1,815.08	66.81	1,596.55	64.50

Accordingly, any decline in demand for oil-filled transformers could have a disproportionate impact on our business and results of operations. Demand for oil-filled transformers may be affected by several factors beyond our control, including changes in industry standards, technological developments, evolving customer preferences, increasing adoption of alternative transformer technologies, changes in environmental or safety regulations, energy efficiency requirements, project execution trends and broader capital expenditure cycles in the power and infrastructure sectors. In particular, certain customers or applications may increasingly prefer dry-type transformers or other technologies due to operational, environmental, fire-safety or maintenance considerations. Any reduction in demand for purchase of oil-filled transformers could adversely affect our business, results of operations and financial condition. While we have not experienced any sustained decline in the sale of oil filled transformers in Fiscal 2026, Fiscal 2025 and Fiscal 2024, there is no assurance that we will not face any decline in the future.

In addition, technical parameters relating to transformer performance, including no-load losses and load losses, are becoming increasingly stringent in certain end-use segments. Under RDSO specifications, maximum permissible no-load losses (iron core losses) and load losses (copper/winding losses) are prescribed for each standard MVA rating. These represent the guaranteed maximum values; manufacturers must demonstrate compliance at short-circuit test and routine test. Intraction transformers, the significance of no-load and load losses becomes more critical due to highly fluctuating and dynamic railway loading conditions involving frequent acceleration, braking, regenerative operation, and harmonic rich power electronics. For Scott connected transformers, the RDSO has progressively tightened the permissible loss levels over the years. While the 2021

RDSO specification allowed no-load losses upto 55 kW and load-losses upto 240 kW, the recent specifications have reduced these limits to 35 kW and 190 kW, respectively. This reduction reflects increasing emphasis on energy-efficient traction infrastructure and may require manufacturers to adopt advanced core materials, optimised magnetic designs and improved winding technologies *(Source: CRISIL Report)*. Any failure on our part to comply with revised loss parameters or other evolving technical requirements due to technological changes may result in loss of business opportunities, disqualification from customer approvals, inability to participate competitively in bids, or reduced demand for our products.

In order to maintain our position in our industry, we continue to anticipate and keep abreast of the demands and needs of the end-customers through investing in technologies and equipment to develop new customized and high-quality transformers. As of March 31, 2026, we had a dedicated in-house design team of 12 members. Further, we need to stay abreast of the constantly evolving industry trends and technical standards and continue to enhance and improve the functionality of our technology platforms. Our success depends on our ability to respond to technological advances in our industry in a timely and cost-effective manner. Continuous investment in our technology requires significant financial resources, including costs for skilled personnel, technology, and equipment. There is no guarantee that these investments will yield the expected returns or lead to commercially successful products.

Additionally, the maintenance and improvement of our current manufacturing equipment are also subject to several other factors, many of which are beyond our control, such as the emergence of new industry standards and practices, amendment of laws and regulations. As a result, we cannot assure you that we will remain successful as our competitors may create or adopt technologies similar to ours including technologies relating to product design, engineering and automation of manufacturing processes and may further develop these technologies to achieve capabilities that are superior to ours. If we are unable to adapt and retain our technical competitive edge in a cost-effective and timely manner, our results of operations and overall business prospects may be materially and adversely affected. If we fail to develop, introduce, acquire or incorporate new features, functions or technologies and innovate our technology-based expertise timely and effectively, our products brand, competitive edge and market share may lose appeal, be rejected or experience delayed acceptance by the market.

24. ***We operate our Registered Office and Transformer Manufacturing Facility from premises leased from our Promoter Group entity, United Insulation Industries (a proprietorship firm of our Promoter). There can be no assurance that these lease arrangements shall be renewed upon termination or that we shall be able to obtain other premises on lease on same or similar commercial terms, which could adversely affect our business, results of operations, financial conditions and cash flows.***

Our Registered Office and the Transformer Manufacturing Facility are located on premises leased from our Promoter Group entity, United Insulation Industries (a proprietorship firm of our Promoter). Accordingly, our operations are dependent on our ability to continue to occupy and use such premises on commercially acceptable terms. We have entered into a lease deed dated June 25, 2026 with United Insulation Industries, in relation to our Registered Office and Transformer Manufacturing Facility for a period of 20 years commencing from May 15, 2026 till May 14, 2046 with a lock-in period of 5 years. For further details of our properties, see *"Our Business – Material Properties"* on page 276.

There can be no assurance that such lease arrangements will be renewed upon expiry or that we will be able to secure alternative premises on similar or commercially acceptable terms. Any termination, non-renewal, modification or dispute relating to such lease arrangements, including any disagreement with the lessor, breach of lease conditions, competing claims relating to the leased properties, lock-in condition, preferred rights at the property sale, regulatory restrictions affecting the premises or any adverse development affecting the lessor's rights in the property, may adversely affect our ability to continue operations from such locations. Further, in the event we are required to vacate, relocate or discontinue operations from any such premises, we may incur significant costs and experience operational disruptions, delays in manufacturing activities, interruption in administrative operations and diversion of management attention. Relocation of manufacturing facilities may also require us to obtain fresh approvals, registrations, licences, utility connections or operational clearances, which may not be obtained in a timely manner or at all.

In addition, lease rentals and other occupancy-related costs may increase upon renewal or renegotiation of lease arrangements, and there can be no assurance that such leases will be renewed on commercially acceptable terms and beneficial to our Company. Any inability to continue operating from our existing premises, particularly premises housing critical manufacturing operations, could materially and adversely affect our business, results of operations, financial condition and cash flows.

25. ***We have in the past entered into related party transactions and may continue to do in the future. We cannot assure you that we could not have achieved more favourable terms had such transactions not been entered into with related parties, which may adversely affect our business and results of operations.***

We have in the course of our business engaged in the past, and may engage in the future, in transactions with related parties, including with our Promoter, Directors, Key Managerial Personnel and their relatives. These related party transactions are typically in the nature of payment of rent, purchase of plant and machinery, payment of loans, etc.

The table below sets out the sum of related party transactions for each of the years set out below, together with such sum of related party transactions as a percentage of our revenue from operations for the respective periods:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Related Party - Asset transactions	18.58	-	-
Total Assets	3,952.02	1,721.21	945.22
As a % of Total Assets	0.47	0.00	0.00
Related Party - Income Transactions	10.84	10.03	83.35
Total Income	4,196.49	2,731.57	2,480.02
As a % of Total Income	0.26	0.37	3.36
Related Party - Expense transactions	312.25	260.09	138.58
Total Expenses	2,915.62	2,101.50	2,277.39
As a % of Total Expenses	10.71	12.38	6.09
Related Party – Borrowings (Net)	-	-	-
Total Borrowings	1,174.17	206.97	228.62
As a % of Total Borrowings	0.00	0.00	0.00

For details of a summary of the related party transactions for Fiscal 2026, Fiscal 2025 and Fiscal 2024, as per Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations and derived from our Restated Consolidated Financial Information, see "*Summary of related party transactions*" on page 87.

Further, our Company during Fiscal 2026 and Fiscal 2025 has entered into Expense transactions with related parties in the ordinary course of business which has exceeded 10% of the aggregate value of transaction of similar nature. While all such transactions have been conducted on an arm's length basis (as certified by M/s. M P P S & Co, Chartered Accountants, (firm registration number 140400W), in compliance with Companies Act, 2013 and other applicable laws pertaining to the evaluation and approval of such transactions and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that our Company may enter into related party transactions in the future aswell. Although all related party transactions that we may enter into post-listing, will be subject to approval of Audit Committee, Board or shareholder, as necessary under the Companies Act, 2013, as amended and the SEBI 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. Further, transfer pricing provisions are not applicable on our Company.

Transactions with related parties present potential for conflicts of interest, as the interests of such entities and their shareholders may not align with the interests of our Company and our Shareholders with respect to the negotiation of, and certain other matters related to, our purchase from and other transactions with such entities. Conflicts of interest may also arise in connection with the exercise of contractual remedies under these transactions such as defaults. There can be no assurance that we will be able to address such conflicts of interest in the future.

26. ***Our Company has outstanding loans aggregating to ₹ 636.20 million as on April 30, 2026. Any breach of terms under our financing arrangements or our inability to comply with repayment and other covenants in the financing agreements could adversely affect our business, financial condition, cash flows and credit rating.***

We have entered into agreements in relation to financing arrangements with certain banks for term loans, working capital facilities and other credit facilities. Our total outstanding borrowings as of April 30, 2026 is ₹ *636.20* million. The agreements with respect to our borrowings contain restrictive covenants, including, but not limited to, requirements that we obtain consent from our lenders prior to undertaking certain matters including, among others, any change in the management set-up of our Company, change in the capital structure or shareholding pattern of our Company or the constitutional documents of our Company, change in ownership or control of our Company. For further details, see "*Financial Indebtedness*" beginning on page 397. As our assets are hypothecated in favour of lenders, our rights in respect of transferring or disposing of these assets are restricted.

This may also limit our ability to incur future debt and create security thereby requiring us to obtain the respective lenders' consent prior to entering into certain transactions. While, as on the date of this Draft Red Herring Prospectus, we have complied with all covenants and obtained all requisite consents from our lenders for undertaking the Issue, there can be no assurance that we will be able to comply with the financial or other covenants prescribed under the documentation for our financing arrangements or that we will be able to obtain consents necessary to take the actions that may be required to operate and grow our business in the future. During Fiscal 2026 and 2025, there were delays in payment of two instalments in each year in relation to our vehicle loan, if we fail to service our debt obligations, the lenders have the right to enforce the security created in respect of our secured borrowings. A default under certain of our financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such other financing agreements becoming due and payable immediately. If the lenders choose to enforce security and dispose our assets to recover the amounts due from us, our business, financial condition and results of operations may be adversely affected.

Further certain of our working capital facilities and cash credit facilities, are repayable on demand in accordance with the terms of the relevant financing arrangements. Accordingly, our lenders may, subject to the terms of such facilities, require repayment of the outstanding amounts, reduce or suspend drawing limits, freeze utilisation, decline renewal, or otherwise modify the terms of such facilities in a manner adverse to us. Further, during the last three Fiscals, none of our lenders has recalled any of our loans. However, we cannot assure you that our lenders will not exercise such rights in the future.Any failure to comply with the conditions and covenants in our financing agreements or the creation of additional encumbrances that is not waived by our lenders or guarantors or otherwise cured or occurrence of a material adverse event could lead to an event of default and consequent termination of our credit facilities or acceleration of amounts due under such facilities could adversely affect our business, financial condition, results of operations and cash flows.

From time to time, our Company's plans may change due to changing circumstances, new business developments, new challenges or investment opportunities or unforeseen contingencies. If our Company's plans change or if our Company is required to adapt to changing circumstances or business realities, our Company may need to obtain additional financing to meet inter alia capital expenditure requirements. Such financing may be in the form of debt funding, which may be raised through borrowings from commercial banks, issue of debentures or other debt securities. If our Company raises funds in future by incurring additional debt, the interest and debt repayment obligations of our Company will increase, and our Company may be subject to supplementary or new covenants, which could limit the ability to access cash flow from operations and/or other means of financing by our Company. Moreover, these additional funds could come at a higher cost which may impact the profitability of our Company. Further, our Company cannot assure you that it will be able to obtain adequate financing to find future capital requirements on acceptable terms, in time.

27. ***We are required to obtain various statutory and regulatory permits and approvals to operate our business which requires us to comply with certain terms and conditions to continue our operations. Failure to obtain, maintain or comply with the requisite approvals, licenses and permits, including those for our Proposed Facility, may adversely affect our business, reputation, financial condition, results of operations and cash flows.***

We are required to obtain and maintain a number of statutory and regulatory licenses, registrations, permits and approvals under central, state and local government rules in India, for carrying out our business and for our Manufacturing Facilities, among other things, relating to safety, health and environmental laws and regulations in our operations and mandatory certification requirements for our facilities and products. For example, our operations are subject to environmental laws and regulations in India, including the Air (Prevention and Control of Pollution) Act, 1981, the Water (Prevention and Control of Pollution) Act, 1974, Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016 and other regulations promulgated by the Ministry of Environment, Forest and climate change, Government of India and various statutory and regulatory authorities and agencies in India. For details of the key regulations applicable to our business, see "*Key Regulations and Policies*" on page 277.

While there have not been any instances of rejection, suspension or delays in grant or renewal of regulatory approvals during Fiscal 2026, Fiscal 2025 and Fiscal 2024, such rejection, suspension or potential delays in obtaining regulatory approvals and permits necessary for our business operation can have an adverse effect on our business, financial position, prospects, cash flows and results of operations. For further details on the nature of the material approvals and licenses required for our business, see "*Government and Other Approvals*" on page 408. In addition, we will need to apply for renewal of certain approvals, licenses registrations and permits, which expire or seek new approvals, licenses, registrations and permits from time to time, as and when required in the ordinary course of our business. While there has not been any non-compliance during Fiscal 2026, Fiscal 2025 and Fiscal 2024, there can be no assurance that we will be in compliance at all times with such laws, regulations and the terms and conditions of any such consents or permits. If we violate or fail to comply adequately with these requirements, we could be fined or otherwise sanctioned by the relevant regulators.

Further, our government approvals and licenses may be subject to certain conditions, some of which are onerous and require us to make substantial compliance-related expenditure. If we fail to comply or a regulator claim that we have not complied with such conditions, our business, prospects, financial condition, results of operations and cash flows may be adversely affected. While there have not been any instances of environmental and safety allegations against us in the last three Fiscals, considering the nature of raw materials involved in our business, there can be no assurance that other environmental and safety allegations will not be made against us in the future which may adversely impact our business, results of operations, cash flows and financial condition. The relevant regulator may order closure of our unit where it is found to be non-compliant with the applicable norm. In some instances, such a fine or sanction could adversely affect our business, reputation, financial condition, results of operations or cash flows. In addition, these requirements may become more stringent over time and there can be no assurance that we will not incur significant environmental costs or liabilities in the future.

28. ***Our continued operations at our Manufacturing Facilities are critical to our business and any disruption, breakdown or shutdown thereof, could result in the disruption of a significant portion of our manufacturing capabilities, significant delays in the transportion of our products and raw materials which may have an adverse effect on our business, financial condition, results of operations and cash flows.***

We have two operational Manufacturing Facilities (i) Transformer Manufacturing Facility situated at Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, Vadodara-391510, Gujarat, India held by our Company on a leased hold basis; and (ii) CRGO Processing Facility situated at R.S./Block 459 land of Village ASOJ, Taluka- Waghodiya, Vadodara 391510, Gujarat, India owned by our Material Subsidiary. The aforesaid mentioned CRGO Processing Facility has been relocated to these premises, with effect from May 20, 2026; and (iii) Proposed Facility situated at city survey nos. 26/1, 26/2, 28p1, 28p2, 29/1, 29/2, 30 p1, 30 p2, 31, 32, 34, 80p1 at village Nurpura of Taluka Halol in Dist. Panchmahal, Gujarat, India, owned by our Company. Any disruptions, breakdown or shutdown of our Manufacturing Facilities, due to, *inter alia*, (i) breakdown or failure of equipment, (ii) disruption in power supply or processes, (iii) performance below expected levels of efficiency, (iv) obsolescence, (v) labour disputes, and (vi) infectious diseases (such as the COVID-19 pandemic), could result in the disruption of a significant portion of our manufacturing abilities, significant delays in the transport of our products and raw materials and/or otherwise adversely affect our business, results of operations, financial condition, cash flows and future prospects.

Our business is dependent upon our ability to manage our Manufacturing Facilities, which are subject to various operating risks. While we typically deploy multiple machines across our material manufacturing processes to ensure continuity, any significant malfunction or breakdown of multiple machinery, our equipment, our IT systems or any other part of our manufacturing processes or systems may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to maintain, repair our machinery, equipment, IT systems or any other part of our manufacturing processes or systems in a timely manner or at all, our operations may need to be suspended until we procure the appropriate machinery, equipment or systems to replace them. While there have been no such instances in Fiscal 2026, Fiscal 2025 and Fiscal 2024, however we cannot assure you that such instances may not occur in the future. In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, inspections and testing, or may shut down certain facilities for capacity expansion and equipment upgrades. We cannot assure you that such general repair and maintenance costs for our machinery will not increase in the future which could have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

Further, our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business. While we seek to ensure a continuous supply of products to our customers, our customer relationships, business and financial results may be materially adversely affected by any disruption of operations of our product lines, including due to any of the factors mentioned above.

29. ***Shortages, delays or disruptions in the supply of key raw materials like CRGO electrical steel, CTC copper, aluminium, radiator, tank, transformer oil, insulating materials including pressboard and kraft paper, bushings, and other components, whether domestically which constituted 79.84%, 91.41% and 87.06% of total cost of raw materials during Fiscal 2026, 2025 and 2024 respectively or internationally which constituted 20.16%, 8.59% and 12.94% of total cost of raw materials during Fiscal 2026, 2025 and 2024 respectively, including on account of disruptions, restrictions, geopolitical developments or other adverse events in the jurisdictions from which such raw materials are procured, as well as volatility or increases in their prices and our inability to effectively pass on such increases to our customers due to fixed-price arrangements, price lock-ins or inadequate price escalation mechanisms under our purchase orders, could materially and adversely affect our business, financial condition, results of operations and cash flows.***

We source raw materials both domestically and from international suppliers. Our raw materials and inputs include CRGO electrical steel, CTC copper, aluminium, radiator, tank, transformer oil, insulating materials including

pressboard and kraft paper, bushings, and other components. The table below sets out the amount incurred by us towards procurement of raw materials from domestic sources and through imports, in each case as a percentage of our total cost of raw materials, during Fiscal 2026, Fiscal 2025 and Fiscal 2024:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	As a percentage of total cost of raw materials	Amount	As a percentage of total cost of raw materials	Amount	As a percentage of total cost of raw materials
Domestic procurement	2,553.62	79.84	1,662.51	91.41	1,700.17	87.06
Imports	644.86	20.16	156.21	8.59	252.80	12.94
Total	**3,198.48**	**100.00%**	**1,818.72**	**100.00%**	**1,952.97**	**100.00%**

While we strive to follow an efficient operating process for procurement of our raw materials, the table below indicates details of the number of days' worth of inventory of raw materials that we typically maintain at our facilities:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Raw material inventory days	95	6	1

Note: Raw material inventory contains raw materials and raw materials in transit as days of cost of goods sold. Cost of goods sold is computed as the sum of cost of material consumed and changes in inventory of work-in-progress and finished goods

Although we generally maintain inventory across all our raw materials, we may, from time to time, face instances of raw material shortage or increase in prices of raw materials. Raw material inflation arising from geopolitical developments has adversely affected the transformer manufacturing industry, including our Company. Prices of key inputs such as CRGO electrical steel, CTC copper, aluminium, transformer oil and other materials have increased and remained volatile due to geopolitical tensions, trade restrictions, disruptions in global supply chains, freight escalation and uncertainty in international commodity markets. Such cost increases may not always be fully recoverable from customers, particularly under fixed-price arrangements, competitive bidding arrangements or where price escalation mechanisms are limited or delayed.

Apart from CRGO electrical steel and CTC copper which are imported, our Company is heavily dependent on transformer oil for manufacture of Oil-filled Transformers. Since March 2026, the procurement terms for transformer oil has changed significantly on account of geopolitical developments, including the ongoing U.S.-Iran conflict, and depreciation of Indian Rupee. While the availability of transformer oil has not been a challenge for our Company during Fiscals 2026, 2025 and 2024, the price of transformer oil has increased from approximately ₹ 95 - ₹ 100 per litre to approximately ₹ 125 - ₹ 135 per litre, with significant volatility, and the credit period of up to 45 days previously available from suppliers has shifted to advance payment terms. The table set out below provides details of revenue generated from manufacturing and sale of our Oil- filled transformers and as a percentage of revenue from operations during Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from operations	As a percentage of revenue from operations (%)	Revenue from operations	As a percentage of revenue from operations (%)	Revenue from operations	As a percentage of revenue from operations (%)
Oil-filled Transformers	3,168.99	75.95	1,815.08	66.81	1,596.55	64.50

Although we do not enter into long-term contracts for transformer oil supply and currently do not foresee challenges in passing on such cost increases to customers in a majority of our long-duration orders covered by price escalation clauses, we cannot assure you that such costs will continue to be passed on fully, in a timely manner, or at all. Any inability to recover such increases, or any further adverse change in procurement terms, may result in margin compression, increased working capital requirements, procurement challenges and reduced profitability, which could adversely affect our business, financial condition, results of operations and cash flows.

During such periods of shortages in raw materials, we may not be able to manufacture according to our pre-determined time frames, or at our previously estimated costs, or at all. While we have not faced any instances of shortage of raw material and delay in receipt of raw materials in Fiscal 2026, Fiscal 2025 and Fiscal 2024, we cannot assure you that such instances may not occur in the future. Further, in cases where the holding period of the primary raw material exceeds the average holding period, we may be required to have additional working capital coverage, for the purposes of maintaining such raw materials which may increase our raw material cost.

Geopolitical developments such as armed conflicts, economic sanctions, trade embargoes or political instability in supplier jurisdictions can cause sudden and prolonged disruptions to the supply chain, result in scarcity of materials in domestic markets, or lead to abnormal price escalations that are difficult to anticipate or hedge against. Our raw materials such as CRGO electrical steel, CTC copper and transformer oil are dependent on international price benchmarks or global commodity price benchmarks, thereby exposing us to fluctuations in international commodity prices, foreign exchange rate volatility, changes in customs duties or import tariffs, trade policy restrictions, export controls imposed by supplier countries, and shipping and logistics disruptions including port congestion, freight cost escalation and availability of containers. As commodity metals, the price of copper is linked to the prices on the London Metal Exchange, transformer oil prices are linked to crude oil market trends. Such price movements are beyond our control and may not be adequately hedged. Any unexpected price fluctuation after placement of orders, shortage, delay in delivery, quality defects or any other factor beyond our control may result in an interruption in the supply of such materials or an increase in our input costs that we may be unable to fully pass on to our customers, which could lead to cost overruns, delays in project execution and a reduction in profitability.

Our domestic procurement is also subject to risks including concentration of supplier base, quality inconsistencies, delays attributable to logistical factors, labour unrest or shutdowns at supplier facilities, and fluctuations in domestic commodity prices influenced by demand-supply imbalances, regulatory changes and macroeconomic conditions. The prices and supply of these primary raw materials are also affected by, among others, general economic conditions, competition, production costs and levels, transportation costs, indirect taxes and import duties, tariffs, global trade policies and currency exchange rate. In several instances, we undertake customer orders on a fixed-price basis which does not permit immediate or adequate revision of prices during the execution period. Further, we do not maintain long-term supply agreements with our raw material vendors and transact on a purchase order basis, which means we may be unable to procure requisite quantities of materials in a timely manner or on commercially acceptable terms during periods of elevated demand or supply constraints.

Accordingly, shortages, delays or disruptions in the supply of our raw materials and components, or a significant increase in their prices, combined with our inability to recover such increases from customers due to fixed-price arrangements, price lock-ins or inadequate price escalation mechanisms under our purchase orders**,** could have a material adverse effect on our business, financial condition, results of operations and cash flows.

30. ***We do not have a hedging policy in relation to the import of key raw materials such as CRGO electrical and CTC copper, as well as for raw materials procured domestically. Accordingly, any fluctuations in commodity prices in both domestic and international markets and any volatility in foreign exchange rates or import-related costs may adversely affect our procurement costs, margins, cash flows and results of operations.***

Our manufacturing operations require the import of key raw materials, including CRGO electrical steel and CTC copper, a portion of which is imported. Accordingly, we are exposed to fluctuations in commodity prices in both domestic and international markets and, in the case of imported raw materials, exposed to fluctuations in international commodity prices and foreign exchange rates. Any adverse movement in such factors may increase the cost of these raw materials and, in turn, increase our cost of production and working capital requirements. We do not have a hedging policy in relation to commodity price fluctuations or foreign exchange risks associated with the procurement of such raw materials. As a result, we may remain exposed to volatility in the prices of imported CRGO electrical steel and CTC copper and in the foreign exchange rates applicable to such imports. Any significant increase in the prices of these raw materials in domestic or international markets, or any adverse fluctuation in currency exchange rates, may adversely affect our procurement costs and profitability, particularly where such cost increases cannot be passed on to customers in a timely manner or at all. Further, our ability to reduce such risks may be limited in purchase orders that are fixed price in nature, awarded through competitive bidding processes or otherwise do not provide adequate pass-through mechanisms for increases in raw material or import costs. Volatility in the prices of CRGO electrical steel and CTC copper may also affect our procurement planning, inventory management and cash flow requirements. Any of the foregoing could materially and adversely affect our business, financial condition, cash flows and results of operations.

31. ***Our Company has been assigned credit rating of CARE BBB+; Stable/CARE A2 by Care Edge. Any adverse revision, downgrade, suspension or withdrawal of such rating, or any deterioration in our perceived credit profile, may adversely affect the availability, renewal, size and pricing of our borrowing facilities, which could materially and adversely affect our business, financial condition, results of operations and cash flows.***

Our business is dependent on the availability of adequate fund-based and non-fund-based working capital facilities from banks and financial institutions. The availability, renewal, size and pricing of such facilities may be influenced by the credit ratings assigned to us or our borrowing arrangements. Our Company has been assigned credit rating of CARE BBB+; Stable/CARE A2 by Care Edge by its report dated June 19, 2026. There can be no assurance that such ratings will be assigned, maintained or remain satisfactory to our lenders. Any downgrade,

adverse revision, suspension or withdrawal of such ratings may result in reduced drawing power, higher interest rates, enhanced collateral or margin requirements, tighter covenants, reduced non-fund-based limits or difficulties in renewing or obtaining working capital facilities on commercially acceptable terms. Any such development could constrain our liquidity and operational flexibility and may materially and adversely affect our business, financial condition, results of operations and cash flows**.**

32. ***Our Company was historically associated with TMC Italia S.p.A., and originated as its Indian subsidiary. Although we currently operate as an independent transformer manufacturer with no affiliation to TMC Italia S.p.A. or other similar named entities, any perceived similarity may lead to confusion among certain investors. Any commencement or expansion of commercial activities by such entities in the Indian or global transformer market may give rise to significant risks of consumer confusion, reputational harm, and adverse impact on the competitive position of our Company.***

Our Company was incorporated in 2009 and subsequently became a subsidiary of TMC Italia S.p.A., an Italian transformer manufacturer, in the same year. In the initial years, we operated as a transformer design and consultancy services provider to TMC Italia S.p.A, which provided us a foundation in transformer engineering, product design and technical services. In 2018, following the bankruptcy of TMC Italia S.p.A., Venkatasesha Sita Rama Venugopal Kalavagunta, our Executive Director and the then head of design engineering and a minority shareholder in our Company, acquired the remaining stake held by TMC Italia S.p.A. in our Company. Immediately thereafter, our Promoter, Chairman and Managing Director, Hriday Narayan R Shukla, acquired the majority stake from Venkatesha Sita Rama Venugopal Kalavangunta thereby assuming control in our Company. Following this change in ownership, we transitioned into a full-scale transformer manufacturing company and have since expanded our manufacturing capabilities and product portfolio across multiple end-use sectors.

We are an independent entity and are not associated with, affiliated with, or in any manner related to TMC Italia S.p.A., or any other similar named entities (collectively, the "**Unrelated TMC Entities**"). We do not share any common promoter, management, ownership, or business operations with the Unrelated TMC Entities, and there exists no legal, commercial or operational relationship between our Company and such entities. Our Company and the Unrelated TMC Entities operate as entirely separate, independent and unrelated businesses. However, owing to similarities in name and/or business profile, certain investors, customers, suppliers, lenders, regulatory authorities or other stakeholders may incorrectly perceive that our Company is connected with, endorsed by, or forms part of the same corporate group as the Unrelated TMC Entities. Any such misunderstanding or confusion may adversely affect the manner in which our Company is perceived in the market and may undermine our ability to clearly differentiate our brand, products and operations from those of such entities. Any litigation, regulatory action, product failure, operational deficiency, reputational issue or adverse publicity involving the Unrelated TMC Entities, despite there being no connection with our Company, may be wrongly attributed to us or may otherwise negatively impact stakeholder perception of our Company.

Further, if any of the Unrelated TMC Entities commence, expand, or intensify their commercial activities in the Indian transformer market or in global markets where our Company operates or intends to operate, such activity may cause confusion among existing and prospective customers, investors, distributors, regulators and other market participants. This may result in, among other things, diversion of business opportunities intended for our Company, dilution of our brand identity, erosion of our goodwill, misplaced customer or investor enquiries or complaints arising from the acts or omissions of such unrelated entities, and an adverse impact on our competitive position and ability to grow our business. While we have not faced any brand confusion issue in the past, however, any reputational harm, stakeholder confusion or adverse market perception arising from our historical association with TMC Italia S.p.A. or similarly named entities could materially and adversely affect our business, reputation, results of operations, financial condition and cash flows.

33. ***Our Company is exposed to risks relating to damage to plant and machinery, finished goods, inventory and other assets. In Fiscal 2026, there has been an instance of fire at our Transformer Manufacturing Facility, and an instance of loss of transformer due to fire during transit which has resulted into a cumulative loss of ₹ 20.77million. Any such incidents in future may result in operational disruption, loss of revenue, increased costs, customer claims, reputational harm and uninsured or underinsured losses, which could materially and adversely affect our business, results of operations, financial condition and cash flows.***

In Fiscal 2026, there was an instance of fire at our Transformer Manufacturing Facility and an instance of loss of a transformer due to fire during transit, which together resulted in a cumulative loss of ₹20.77 million. In relation to fire incident, at our Transformer Manufacturing facility, our Company is in the process of filing an insurance claim for ₹17.95 million. For transit loss, the Company has filed an insurance claim for ₹2.82 million in connection with the loss of the transformer during transit. Such incidents expose us to risks relating to damage to plant and machinery, finished goods, inventory and other assets, disruption or interruption of manufacturing and supply

chain operations, delays in dispatches and fulfilment of customer orders, and potential losses and liabilities arising in connection with the handling, storage and transportation of our products.

While we maintain safety procedures, operational controls and insurance coverage in relation to our manufacturing and transit operations, we cannot assure you that such measures will be sufficient to prevent the occurrence of similar incidents in the future or to fully mitigate the losses arising from such events. Further, there can be no assurance that any insurance claims in relation to such incidents will be accepted, settled in a timely manner or be adequate to cover the full extent of any losses suffered. Any such incident may result in operational disruption, loss of revenue, increased costs, customer claims, reputational harm and uninsured or underinsured losses, which could materially and adversely affect our business, results of operations, financial condition and cash flows.

34. ***Our Promoter Group entity, United Insulation Industries (partnership firm) is authorized by its constitutional documents to engage in similar business activities as our Company. Although our Company has entered into a non-compete agreement dated June 12, 2026 with such entity, any actual or potential conflicts of interest, and their decisions may not always align with those of other shareholders and could result in actions that adversely affect our business, financial condition, results of operations and cash flows.***

As of the date of this Draft Red Herring Prospectus, our Promoter, Hriday Narayan R Shukla and members of our promoter group, Sidhinarayan Ramashankar Shukla and Gaurav R Shukla, are partners in our Promoter Group entity, United Insulation Industries which is authorized by its constitutional documents to engage in similar business activities as our Company. In order to avoid any instances of conflict of interest, our Company has entered into a non-compete agreement dated June 12, 2026 ("**Non-Compete Agreement**") with United Insulation Industries. Pursuant to the Non-Compete Agreement, the parties thereto have mutually decided to avoid overlap and commercial conflict, whether actual, perceived or potential, pursuant to which United Insulation Industries has agreed not to undertake any business activities which directly or indirectly in any manner whatsoever, competes with our Company for a period of 10 years, other than the permitted business as set out therein.

Further, our Promoter may become involved in ventures that may potentially compete with our Company. The interests of our Promoter may conflict with the interests of our other Shareholders and our Promoter may, for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit themselves instead of our Company's interests or the interests of its other Shareholders and which may be harmful to our Company's interests or the interests of our other Shareholders, which may materially adversely impact our business, financial condition, results of operations and cash flows.

We cannot assure you that our Directors and our Promoter Group will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future. In such event, our business, financial condition and results of operations may be adversely affected. For further details, see "*Our Management – Interest of Directors*" on page 295.

35. ***Our current manufacturing operations for our Transformer Manufacturing Facility and CRGO Processing Facility and our Proposed Facility are geographically concentrated in Gujarat. Any adverse development in this region, could materially affect our business, results of operations, financial condition and cash flows***

Our manufacturing operations are concentrated at our facilities located in Gujarat, where we have (i) Transformer Manufacturing Facility situated at Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, Vadodara-391510, Gujarat, India held by our Company on a leasehold basis; (ii) CRGO Processing Facility situated at R.S./Block 459 land of Village ASOJ, Taluka- Waghodiya, Vadodara 391510, Gujarat, India owned by our Material Subsidiary; and (iii) Proposed Facility for transformer manufacturing which is proposed to be set up at city survey Nos. 26/1, 26/2, 28p1, 28p2, 29/1, 29/2, 30 p1, 30 p2, 31, 32, 34, 80p1 at village Nurpura of Taluka Halol in Dist. Panchmahal, Gujarat, India, owned by our Company. As a result, our manufacturing capacity, production activities, inventory storage and operational infrastructure is concentrated in a single geographic region. Any disruption, shutdown or interruption at our manufacturing facilities, or in the surrounding region, could adversely affect our ability to manufacture and deliver products in a timely manner.

Further, geographic concentration exposes us to region-specific risks affecting Vadodara or Gujarat generally, including adverse weather conditions, flooding, earthquakes, civil disturbances, changes in regional regulatory or industrial policies, infrastructure constraints and disruptions affecting transportation or logistics networks. While we have not experienced any instances in the last three Fiscals that resulted in interruption of our manufacturing operations, damage to our facilities or inventory, or delays in procurement or dispatch activities, we cannot assure you that such events will not occur in the future, and any such event could disrupt our operations, increase our costs, impair our ability to meet customer delivery timelines and contractual obligations, and adversely affect our business, financial condition, results of operations and cash flows.

Any prolonged or significant disruption at our manufacturing facilities could result in delays in execution of customer orders, contractual liabilities, loss of customers, reduced revenues, increased costs and reputational harm, could materially and adversely affect our business, results of operations, financial condition and cash flows.

36. ***Our Promoter, Hriday Naryan R Shukla is unable to trace his educational qualification certificates. In the absence of the documentary evidence, we are unable to independently confirm the correctness and veracity of the information in respect of the education of our Promoter, Hriday Narayan R Shukla.***

The documents in respect of the educational qualifications of our Promoter, Hriday Narayan R Shukla is missing. As on date of this Draft Red Herring Prospectus, he is unable to trace his senior secondary education passing certificate issued by Rai Badri Pal Singh Intermediate College. While he has made an application dated May 19, 2026, to the institution for a copy of his educational qualification certificate via registered post delivered on May 29, 2026, however, he has not received any outcome. Accordingly, in the absence of primary documentary evidence, we are unable to independently confirm the correctness and veracity of the information in respect of education of our Promoter, Hriday Narayan R Shukla. While the Companies Act, 2013 read with relevant rules thereunder does not prescribe any specific requirement to hold any educational qualifications as a pre-condition for such person to be eligible for appointment as a director (including for appointment as a whole-time director) on the board of directors of a company, we cannot assure you that we will not be subject to risks arising from the unavailability of such record since we are unable to independently confirm the correctness and veracity of the information in respect of the education of our Promoter, Hriday Narayan R Shukla.

37. ***We rely on third-party logistics service providers for the transportation of our products to our customers. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, we incurred ₹ 89.35 million, ₹42.65 million ₹48.62 million, towards towards freight, clearing and forwarding which constituted 3.06%, 2.03%, 2.13%, respectively of total expenses. Our reliance on third-party logistics providers for product transportation and distribution exposes us to risks of delay, disruption, or refusal of timely delivery could adversely affect our business, results of operations and cash flow. Further, we do not have any long-term arrangements/agreements with our logistics providers, which may exacerbate the above risks.***

We rely on third-party logistics service providers for the transportation of our products to our customers. We generally transport our transformers and source raw materials through road transport and sea routes. We do not have any long-term contractual arrangements with such third-party transportation and logistics providers. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, we incurred ₹ 89.35 million, ₹42.65 million ₹48.62 million, towards towards freight, clearing and forwarding which constituted 3.06%, 2.03%, 2.13%, respectively of total expenses.

Further, unlike ordinary goods, transformers are large, heavy, high-value and technically sensitive products that require specialised handling, packaging, loading, securing, routing and transportation arrangements, including deployment of appropriate vehicles, equipment and trained personnel. As a result, the risks associated with transportation and delivery of transformers are inherently higher and any deficiency or failure on the part of our third- party logistics service providers may have a more significant operational and financial impact on us.

We deliver transformers either through logistics arrangements undertaken by us or through transportation arranged by customers, depending on the terms of the relevant customer order. In cases where delivery is within our scope, we rely on third-party logistics providers and do not maintain exclusive or long-term arrangements with all such providers. Accordingly, our ability to ensure timely dispatch may be affected by transportation capacity constraints, supply chain disruption or regional logistics issues. Further, as a significant portion of our dispatches originate from our manufacturing facilities in Vadodara, Gujarat, any disruption affecting transportation infrastructure or logistics operations in or around such region may impact delivery timelines.

Any disruption or inefficiency in transportation networks, shortage or unavailability of logistics capacity, increase in freight costs, delay in obtaining transportation permits or approvals, labour unrest, fuel price increases, accidents, poor handling by our logistics service, adverse weather conditions, natural disasters or other unforeseen events may adversely affect the timely dispatch and delivery of our products. In addition, poor handling of our products could also result in damage of our products, which may in turn lead to product exchanges, product liability, increased costs and damage to our reputation. Further, delays in transportation and delivery may affect project execution timelines, customer acceptance procedures, installation schedules and timing of revenue recognition and cash flow realization. In addition, transformer products are susceptible to damage during loading, unloading and transit, including structural damage, oil leakage, moisture ingress or damage to electrical components. Any such damage may result in rejection of products by customers, increased repair or replacement costs, warranty claims, contractual penalties, delays in commissioning activities or reputational harm. We have not incurred any warranty claims or contractual penalties in connection with such damage during the last three Fiscals. We have experienced instances of damage due to (i) floods;(ii) loss of transformer due to accident during transit; (iii) fire at our Transformer Manufacturing Facility; and (iv) loss of transformer due to fire during transit

in the last three fiscals. For details of insurance claims made by the Company, see *"Risk Factors - Our operations require us to maintain various insurance policies including but not limited to insurance policies such as fire, burglary, commercial vehicle, motor vehicle and marine cargo, covering our plant and machinery, finished stocks, stock-in-trade, stock in transit and other fixed assets, etc. As on March 31, 2026, the total insurance coverage maintained by our Company and our Material Subsidiary was ₹1,006.21 million which was 78.20% of the insurable assets as per the Restated Consolidated Financial Information. Our insurance coverage may not be sufficient or adequate to protect us against all material hazards or our insurance claims under the insurance policies maintained by us will be honoured fully, which may adversely affect our business, financial condition and results of operations"* on page 43. We cannot assure you that such incidents will not recur in the future. Any such damage may result in repair or replacement costs, delays in delivery and execution, disruption of operations, customer dissatisfaction or claims, and potential losses that may not be fully covered by insurance, which could adversely affect our business, financial condition, results of operations and cash flows. Any inability to ensure timely, safe and cost-effective transportation and delivery of our products could materially and adversely affect our project execution capabilities, customer relationships, revenues, profitability, financial condition and cash flows.

38. ***Our Company is dependent on third-party contract labourers for several aspects of our manufacturing activities. As on March 31, 2026, we had hired 49 contract labourers. Any disruption in the availability of such labour or our inability to attract, retain or efficiently manage skilled and semi-skilled contract labour or increase in labour costs may adversely affect our business, results of operations, financial condition and cash flows.***

Our operations are dependent on contract labourers and we engage contract labours depending on our requirements. The number of contract labours vary from time to time based on the nature and extent of work. As on March 31, 2026, we had hired 49 contract labourers and this requirement will gradually increase once we start operations at our Proposed Facility.

We enter into arrangements with contractors for the recruitment of contract labour as per our production requirements. There is no assurance that we may be able to renew these arrangements on a timely basis or at all. Contractors hired by us may be unable to provide the requisite manpower on a timely basis, or at all, or may be subjected to disputes with their personnel, which, in turn, may affect production at our Manufacturing Facilities and timely delivery of our products to our customers.

Also, our manufacturing facilities are located in Vadodara, Gujarat, a hub for transformer and electrical equipment manufacturing and hosts several transformer, power equipment and engineering companies. As a result, demand for skilled and semi-skilled contract labour in the region is significant and labour mobility within the industry is relatively high. Increased competition for experienced manufacturing and technical labour may result in higher labour costs, increased attrition, shortage of skilled manpower and challenges in retaining adequately trained contract labour required for our operations. Our inability to attract, retain or efficiently manage skilled and semi-skilled contract labour at commercially acceptable costs may adversely affect our manufacturing efficiency, production schedules, execution capabilities and profitability.

Although our Company does not engage such contract labours directly, we may be held responsible for any wage payments to be made to such contract labours in the event of default by the independent contractors. While the amount paid in such an event can be recovered from the independent contractor, any significant requirement to fund the wage requirements of the engaged labourers or delay in recovering such amounts from the independent contractors may have an adverse effect on our cash flows and results of operations. There have been no instances of short payment or non-payment of wages to contract labour engaged through independent contractors, and no notices have been received from any regulatory or statutory authority, or on behalf of any contractors, in this regard. We are also required to comply with various laws and regulations in connection with engaging contractual labour in our operations.

Any disruption to the supply of such labour for our Manufacturing Facilities or customer sites could adversely affect our business, results of operations, financial condition and cash flows.

39. ***Our business is subject to seasonal fluctuations, and 65.14%, 59.65% and 69.74% of our total MVA is sold in second half of Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. Any slowdown or delay in construction and project execution activities, including demand for transformers from the EPC contractor and industrial customers during the monsoon or rainy season or due to adverse weather conditions, may lead to delay in dispatches and may also adversely affect demand for our products, inventory levels, thereby impacting our business cash flows and results of operations.***

Our business in the transformer manufacturing industry is subject to seasonal and period-to-period fluctuations. Demand for transformers, particularly from EPC contractors and industrial customers, is linked to the progress of construction, electrification and project execution activities. During the monsoon or rainy season, or in periods of adverse weather conditions, construction and site activities in many regions are often slowed, disrupted or temporarily suspended, which may delay project implementation, installation and commissioning schedules and, consequently, the requirement for transformers. In addition, rains may affect site readiness, transportation, inspection, testing, dispatches and customer acceptance processes, resulting in postponement of deliveries and revenue recognition.

Our historical operating data reflects the seasonal concentration. The table set forth the below indicates total MVA sold on a half yearly basis and as a percentage of Total MVA sold for Fiscal 2026, Fiscal 2025 and Fiscal 2024:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026	Percentage of total MVA sold	Fiscal 2025	Percentage of total MVA sold	Fiscal 2024	Percentage of total MVA sold
MVA Sold - H1*	1,624.17	34.86%	1,151.24	40.35%	752.69	30.26%
MVA Sold - H2**	3,035.42	65.14%	1,702.16	59.65%	1,734.38	69.74%
Total MVA Sold	**4,659.59**	**100.00%**	**2,853.40**	**100.00%**	**2,487.07**	**100.00%**

* *H1 represents the first half of the Fiscal Year comprising April, May, June, July, August and September*

** *H2 represents the second half of the Fiscal Year comprising October, November, December, January, February and March*

In each of Fiscal 2026, Fiscal 2025 and Fiscal 2024, a materially higher proportion of our total MVA sold was recorded in H2 as compared to H1. This trend indicates that our sales are not evenly distributed throughout the year and are influenced by customer project execution schedules, including reduced activity levels during periods affected by rainfall and weather-related disruptions.

Additionally, any delay in project execution may result in delayed dispatches of our products, longer inventory holding periods, deferment of installation and commissioning, and postponement of revenue recognition and corresponding cash flows. In certain cases, even after completion of manufacturing, we may be unable to dispatch products or recognize revenue until customer instructions are received, site conditions are suitable or contractual milestones are achieved. As a result, our sales and operating results may vary from period to period and may not be evenly distributed throughout the year. Any seasonal slowdown or project execution delay may adversely affect our business, cash flows, financial condition and results of operations.

40. ***The industry in which we operate is cyclical in nature and our business is materially dependent on central and state government policies, procurement frameworks, tendering activity and infrastructure investment patterns. Any adverse changes or delays due to cyclicality in infrastructure investment or public spending patterns may cause significant fluctuations in our order inflows because of which our business, financial condition, results of operations and cash flows could be materially and adversely affected.***

Our business is primarily dependent on project-based orders from customers such as EPC contractors, railways, metros, DISCOMs and industrial customers, whose procurement and payment decisions are, in many cases, linked to central and state government budgetary allocations, public procurement policies, electrification and grid modernisation initiatives, infrastructure spending priorities, and broader capital expenditure cycles in the power and infrastructure sectors. As a result, our revenues are not ratable over time and may fluctuate significantly from period to period depending on, among other things, the timing and quantum of tender issuance and contract awards, changes in procurement priorities, the pace of bid evaluation and project approvals, customer execution schedules, site readiness, dispatch timelines and milestone-based revenue recognition.

Our business is also influenced by the regulatory and procedural frameworks governing public procurement, vendor registration and empanelment, technical qualification criteria, domestic preference requirements, inspection and testing standards, bid security and performance security requirements, contract terms, payment mechanisms and project implementation processes. Any changes in central or state government policies,

procurement norms, technical specifications, local content requirements, tender conditions, qualification criteria, taxation, compliance obligations, or approval procedures may affect our ability to qualify for, participate in, compete for, execute, or realise revenues from relevant projects in timely manner or at all. In particular our customers in the railways sector generally require approved vendor status as a condition for supply of transformer products and maintenance of such approval is a mandatory prerequisite for participation in railway-linked procurement, whether directly by Indian Railways or through EPC contractors engaged for project implementation. Any revision in applicable RDSO or other railway-related technical standards, including changes requiring additional design modifications, testing, validation, inspection or re-qualification, may affect our ability to qualify for or secure new orders, which could adversely affect our business, results of operations, cash flows and financial condition. In addition, changes in government priorities, reductions or delays in budgetary allocations, slowdown in electrification, transmission, railway or metro investments, deferment or cancellation of public infrastructure projects, or delays in tender issuance, contract awards, site mobilisation, inspections or customer approvals may materially reduce order inflows and defer execution timelines. If we are unable to adapt to changes in government policies, procurement and tendering frameworks, or if order awards and project execution are delayed, reduced, modified or cancelled due to cyclicality in infrastructure investment or public spending patterns, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

41. ***Our Company has outstanding unsecured loans aggregating to ₹ 38.81 million as on April 30, 2026. These unsecured loans are repayable on demand and there is no fixed repayment schedule for the same. Any such repayment obligation could adversely and materially affect the business, results of operations and financial condition of our Company.***

As on April 30, 2026, our Company has an outstanding unsecured loan amounting to ₹ 38.81 million from a bank. These unsecured loans are repayable on demand and there is no fixed repayment schedule for the same. In the event that the lenders of such outstanding unsecured borrowings call in the loan, we would need to find alternative sources of financing, which may not be available on commercially reasonable terms or at all. Further, in case of any demand from lenders for repayment of such outstanding unsecured loans, the resultant cash outgo, may adversely affect our business operations and financial position of our Company. For details of our indebtedness, see *"Financial Indebtedness"* on page 397.

If we are unable to raise alternative financing on a timely basis, we may be forced to utilise our internal accruals or liquidate other assets to meet such repayment obligations. This could result in diversion of funds otherwise available for use in our business operations, capital expenditure, or growth strategies, thereby adversely affecting our liquidity position, business operations, and financial condition. Further, any significant repayment obligation at short notice could strain our cash flows and impair our ability to meet other obligations, including those to our suppliers, creditors and employees.

42. ***The objects of the Issue for which funds have been raised and proposed deployment of the Net Proceeds of [●] million of the Issue have not been appraised by a bank or a financial institution. The deployment of funds is entirely at the discretion of our management and as per the details mentioned in the section titled "Objects of the Issue". Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected.***

We intend to utilise the Net Proceeds of the Issue as set forth in "*Objects of the Issue*" on page 117. The funding requirements mentioned for the objects of the Issue are purely based on internal management estimates and have not been appraised by any bank or financial institution. They are based on current conditions and are subject to change in external circumstances such as financial and market conditions, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment due to variation in prices which may not be within the control of our management. Our funding requirements are based on management estimates and Project Report prepared by RBSA Advisors LLP dated June 29, 2026. Our actual expenditure may exceed our internal estimates which may have a bearing on our expected revenues and earnings further requiring us to reschedule our planned expenditure. Further, the deployment of the funds towards the Objects of the Issue is entirely at the discretion of our management. The exact amounts that shall be utilised from the Net Proceeds towards the stated Objects shall depend upon our business plans, market conditions, our Board's analysis of economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We may also use funds for future businesses which may have risks significantly different from what we currently face or may

expect. Accordingly, use of the Net Proceeds for purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business.

However, the deployment of the Gross Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations. For further details, see "*Objects of the Issue - Monitoring of utilization of funds*" on page 138.

43. ***Certain of our borrowings are supported by personal guarantees provided by our Promoter, some of our promoter group members and our Subsidiary, and we have also provided a corporate guarantee in connection with borrowings availed by our Subsidiary. Any revocation, withdrawal or non-renewal of such guarantees, or any requirement by lenders for alternative credit support, may adversely affect our financing arrangements, liquidity and financial condition.***

Certain of our existing borrowing facilities have been availed of on the strength of personal guarantees provided by our Promoter, members of our Promoter Group and our Subsidiary. Such guarantees constitute a form of credit enhancement for our lenders, and there can be no assurance that such guarantees will continue to remain in place for the tenure of the relevant facilities or for any future renewals, enhancements or refinancing thereof. If any such personal guarantee is revoked, withdrawn, not renewed, or otherwise ceases to be available, or if any lender requires us to replace such support with alternative security, collateral or third-party guarantees, we may be required to provide additional security, accept less favourable borrowing terms, including higher interest rates and stricter covenants, or prepay, refinance or repay the relevant facilities within a short period. Further, lenders may in certain circumstances review, reduce, suspend or recall the sanctioned limits or decline to renew existing facilities.

Any such event could constrain our access to working capital and other financing, adversely affect our liquidity and cash flows, and impair our ability to fund operations, meet repayment obligations or pursue growth plans. As a result, our business, results of operations, financial condition and cash flows could be materially and adversely affected.

In addition, our Company has provided a corporate guarantee in connection with borrowings availed of by our Subsidiary. Accordingly, if our Subsidiary defaults in the repayment or performance of its obligations under borrowing arrangements, or if the corporate guarantee is invoked, we may be required to discharge the guaranteed obligations or otherwise provide financial support in respect of such indebtedness. This could result in a diversion of our cash flows, affect our liquidity, increase our contingent liabilities and restrict the availability of financial resources for our own business operations and capital requirements.

44. ***The success of our business depends on our management, including our Promoter, Directors, Key Managerial Personnel and Senior Management, and on our operational workforce. Our inability to retain them or to recruit highly skilled technical personnel that are necessary for our business could adversely affect our business.***

Our success depends upon the knowledge and experience of our Promoter, Directors, our Key Managerial Personnel and our Senior Management Personnel as well as our ability to attract and retain skilled personnel. For further details, see *"Our Management"* beginning on page 291. Any loss of our Promoter, Directors, Key Managerial Personnel, Senior Management or our ability to attract and retain them and other skilled personnel could adversely affect our business, financial condition and results of operations. We depend on the management skills and guidance of our Promoter for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Directors, Key Managerial Personnel and our Senior Management. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management are unable or unwilling to continue in his or her present position and and if we are unable to retain them, it could be difficult for us to find a suitable or timely replacement and our business, financial condition and results of operations could be adversely affected.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise 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 and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse

effect on our business, results of operations, cash flows and financial condition. The tables below provide our employee attrition rates for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
No. of permanent employees	192	152	138
Employees –attrition rate (in %)	28.89	30.59	31.68
No of Key Managerial Personnel	2	-	-
Key Managerial Personnel – attrition rate (in %)	-	-	-
No of Senior Management	2	2	2
Senior Management– attrition rate (in %)	-	-	-

There is significant competition for management and other skilled personnel in the industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. In the event that we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. For further details, see "*Our Management*" on page 291.

45. ***We intend to undertake backward integration into transformer components, such as radiators, PICC and CTC copper, transformer tanks, enclosures and CRGO frames, in which we have limited operating experience, and any inability to successfully implement such initiatives could adversely affect our business, financial condition, results of operations and cash flows.***

As part of our growth strategy, we intend to expand backward integration across selected components such as radiators used in transformer production. These initiatives are expected to enhance coordination across our manufacturing value chain, reducing dependence on third-party vendors for critical and ancillary components, and improving supply chain visibility and execution efficiency across our operations. We are in the process of setting-up in-house radiator manufacturing capability which will be housed within our planned greenfield facility. Further, our Company is also evaluating further backward-integration opportunities by establishing in-house capabilities for transformer tanks and enclosures, primarily for captive consumption, subject to commercial and technical feasibility. Additionally, we are evaluating in-house capabilities for PICC and CTC Copper. These components are critical to transformer performance, product integrity and execution timelines, and backward integration is expected to improve supply assurance and quality control. However, we have limited operating experience and track record in such backward-integrated sub-segments, and there can be no assurance that we will be able to implement these initiatives successfully, in a timely manner, or at the scale anticipated by us.

Further, if our backward integration initiatives are not implemented effectively, we may incur higher-than-expected costs, face operational disruptions, quality issues, lower productivity, underutilization of installed capacity and diversion of management attention. There can also be no assurance that backward integration will result in the expected benefits, including better supply chain control, improved margins, reduced dependence on third-party vendors or enhanced operational efficiencies. Any delay, inefficiency or failure in executing our backward integration plans could have a material adverse effect on our business, financial condition, results of operations and cash flows.

46. ***Our operations involve the storage and handling of hazardous materials, and any accident, fire, explosion, leakage, contamination, non-compliance with safety or environmental regulations, or failure to manage such materials appropriately could adversely affect our business, results of operations, financial condition and cash flows.***

Our manufacturing operations require us to store and handle hazardous and flammable materials such as transformer oil, insulating materials, paints, solvents and certain chemicals, which expose us to risks including fire, explosion, leakage, spillage, contamination and industrial accidents. Any such event may result in injury to personnel, damage to our manufacturing facilities, warehouses, inventory, plant and machinery, environmental harm, regulatory action and interruption or suspension of our operations. Further, inadequate storage systems, failure of monitoring mechanisms, lapses in safety protocols, deficiencies in employee training or emergency response measures, or non-compliance with applicable safety, environmental or industrial regulations may increase such risks and expose us to penalties, remediation costs, third-party claims and reputational harm.

47. ***Our operations are dependent on an uninterrupted supply of power and fuel. Any disruption, shortage or unavailability of power and fuel could affect our manufacturing operations and may have an adverse effect on our business, results of operations and financial condition.***

Our manufacturing operations require continuous supply of power for which we depend on the state board electricity supply, where our Manufacturing Facilities are located. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, we incurred power and fuel expense of ₹ 6.14 million, ₹ 3.53 million, ₹ 4.41 million, which accounted for 0.21%, 0.17% and 0.19% of total expenses, respectively.

We do not have full control over the reliability or adequacy of power supply from the state electricity grid. Any of the following events, among others, could disrupt our manufacturing operations which may consequently adversely affect our delivery timelines to our customers:

- failure or instability of the state electricity grid;
- power outages, load shedding or voltage fluctuations;
- shortage or non-availability of fuel or electricity required for our operations; or
- regulatory or policy changes affecting power allocation or tariffs in the states where our Manufacturing Facilities are located.

While we have not experienced any disruption to our operations on account of power or fuel shortages during Fiscal 2026, Fiscal 2025 and Fiscal 2024, we cannot assure you that such instances may not occur in the future. We may not be able to procure alternative sources of power or fuel in a timely and cost-efficient manner, and any sustained disruption could exacerbate the adverse impact on our operations.

48. ***Our products are manufactured as per customer's technical specifications, and in certain cases design requires prior approval from such customer, which may be time-consuming and could result in delays in order execution, delivery and revenue recognition.***

Our Company manufactures transformers that are specifically designed and engineered to meet each customer's individual technical requirements and project specifications. Since our products are custom-built, any modification or change to the design, technical specifications or drawings is required to be reviewed, assessed and formally approved by the technical team of the relevant customer before our Company can proceed with manufacturing. Any failure or delay on the part of a customer in approving revised drawings or modified specifications in a timely manner may result in delays in the commencement or completion of manufacturing, postponement of delivery, deferral of revenue recognition, and in certain cases, the modification or cancellation of orders. Such delays may also adversely impact our working capital cycle and our ability to deploy manufacturing capacity efficiently.

There can be no assurance that customers will approve design in a timely manner, or that the number or complexity of design during order execution will not increase. Any of the foregoing risks could have a material adverse effect on our business, results of operations, financial condition and cash flows.

49. ***Our Promoter, certain members of Promoter Group, Directors, Key Managerial Personnel and Senior Management have interests in our Company in addition to their normal remuneration or benefits and reimbursement of expenses incurred.***

Our Promoter, members of our Promoter Group, Directors and Key Managerial Personnel, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoter, Directors, Key Managerial Personnel and Senior Management Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners.

Further, our Registered Office and the Transformer Manufacturing Facility are located on premises leased from our Promoter Group entity, United Insulation Industries (a proprietorship firm of our Promoter). For further details, see *"Our Management – Interest of our Directors"* and *"Our Promoter and Promoter Group – Interests of our Promoter and Common Pursuits"* on pages 295 and 307, respectively.

In the event that any conflicts of interest arise, there can be no assurance that our Promoter, Directors, Key Managerial Personnel and Senior Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Such decisions could adversely affect our business, results of operations, cash flows and financial condition.

50. ***A majority of Directors on our Board do not have prior experience of directorship in any of companies listed on recognized stock exchanges, therefore, they will be able to provide only a limited guidance in relation to the affairs of our Company from a listing perspective.***

Our Directors do not have prior experience as directors of companies listed on recognized stock exchanges. While our Directors have experience in the various industries, directors of listed companies have a wide range of responsibilities, including, among others, ensuring compliance with continuing listing obligations, monitoring and overseeing management, operations, financial condition and trajectory of the company. We cannot assure you that our Directors will be able to adequately advice or guide our Company after we become a listed company, due to their lack of prior experience as directors of companies listed on recognized stock exchanges. Accordingly, we will get limited guidance from them and accordingly, may fail to adhere to requirements in connection with disclosure controls, procedures and internal control as required for a listed entity under the applicable law.

51. ***We operate in a competitive environment and face competition from both domestic as well as multinational corporations and our inability to compete effectively could result in loss of customers, hence, our market share, which could have an adverse effect on our business, results of operations, financial condition and future prospects.***

The market wherein we operate is competitive, rapidly evolving and is characterised by frequent introductions of new and improved transformers, applications and technologies. We face competition from both domestic and multinational corporations. Competition in transformers is based on various factors, including pricing, product quality, technical capabilities, manufacturing capacity, delivery timelines, customer relationships, after-sales service, RDSO and other regulatory approval status, and the ability to meet evolving customer specifications and tender requirements. We currently manufacture and supply oil-filled transformers up to 160 MVA / 220 kV class and dry-type transformers up to 20 MVA / 36 kV class, and we intend to expand our product portfolio into higher MVA segments within the oil-filled transformers category. For further details on our expansion, see "*Objects of the Issue -Details of the Objects - Funding capital expenditure towards setting up a greenfield Extra High Voltage ("EHV") transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat."* on page 119.

The Indian transformer industry faces intense competition from global players, particularly from China, who offer competitive pricing and advanced technology *(Source: CRISIL Report)*. Competition from 'Unorganised Players' is another challenge, as many small manufacturers are entering the market, increasing competition and putting pressure on prices *(Source: CRISIL Report)*. e.g. Competition from large international players who may have more resources than the Company may lead to price erosion which can lead to margin dilution in certain contracts *(Source: CRISIL Report)*. Accordingly, our ability to grow our business in accordance with our strategy will depend on our ability to introduce new products, adapt to new technologies, respond to pricing strategies by competitors, redevelop our brand, execute agreements with technology partners, improve our manufacturing and design capabilities and technology. Further, our ability to successfully enter and compete in the higher MVA transformer segments will depend on several factors, including our ability to develop and manufacture products that meet the requisite technical specifications and performance standards, obtain the necessary customer and regulatory approvals and execute orders without quality issues or delivery delays on commercially viable terms. If we are unable to successfully penetrate the higher MVA segments, or if competition in such segments results in pricing pressure, lower-than-anticipated order inflows, reduced margins, higher customer acquisition costs, increased warranty or performance guarantee obligations, or loss of market share, our business, results of operations, financial condition and cash flows could be adversely affected.

Although we have expended considerable resources on the design, development and manufacture of our products, some of our competitors have longer industry experience and greater financial, technical and other resources, as well as larger customer bases or greater brand recognition. Certain competitors may also be able to react faster to technological developments, trends and changes in customer demand. Our competitors may devote greater resources to the development, promotion and sale of their products than we do. They may be more diversified than we are and better able to leverage their other businesses, products and services to be able to accept lower returns and gain market share. In addition, our competitors may have greater engineering, technical, manufacturing, research and development, sales, marketing and financial resources and capabilities than we have. Further, in order to secure orders in a competitive market, we may be required to offer commercially competitive pricing and favourable contractual terms. Intense competition from larger, better-resourced and well-funded

players in the industry, may constrain our pricing power and exert downward pressure on our margins and profitability

Our competitors include Transformers and Rectifiers (India) Limited, Voltamp Transformers Limited, Atlanta Electricals Limited, Shilchar Technologies Limited, Marsons Limited, Indo Tech Transformers Limited and Danish Power Limited which are listed ("**Peer Companies**"). For further details, in relation to the comparison of our Company's KPIs with those of the Company's listed peers, refer "*Basis for Issue Price – Comparison with listed industry peers*" on page 146. Intense competition in our market may lead to aggressive pricing strategies by competitors, forcing us to lower our prices to maintain or grow our market share. Presence of multiple small players including unorganised players make Indian transformer market more aggressive and price sensitive rather than quality *(Source: CRISIL Report)*. Being highly price-sensitive, it is challenging for manufacturers to balance quality and cost *(Source: CRISIL Report)*. As per Indian Transformer Manufacturers Association (ITMA), it has about 250 members located in various states of India and represents the maximum production capacity of power/distribution transformers in the country *(Source: CRISIL Report)*. This indicates the degree of competition in the transformer industry *(Source: CRISIL Report)*. Additionally, our failure to adapt to new markets or effectively compete with established players could result in revenue loss and missed opportunities for growth, adversely impacting our business performance and financial results. To remain competitive, we must continue to invest significant resources in modernisation, research and development, manufacturing, sales and marketing and customer support. We cannot be sure that we will have sufficient resources to make these investments or that we will be able to make the technological advances necessary to be competitive. Failure to compete successfully against current or future competitors could have a material adverse effect on our business, results of operations and financial condition.

52. ***Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. If we fail to maintain an effective system of internal controls, we may not be able to prepare reliable financial reports and effectively avoid frauds.***

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, could deteriorate over time, due to evolving business conditions. To support our operational efficiency and financial accuracy, we have established various levels of internal controls across our operations, governed by internal policies. Our quality control system includes standard operating procedures, periodic inspections, multi-level checks during key operational processes, and ongoing monitoring to ensure adherence to internal policies. These internal controls and policies are designed to uphold our quality standards, enhance operational efficiency, and maintain effective inventory management. However, there can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls.

While we have not faced any material disruption in our internal controls in the last three Fiscals, any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls could adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud, each of which could have an adverse effect on our business, financial condition, results of operations and cash flows.

53. ***Our Subsidiary, Anshuman Transpower System Private Limited derives its revenues solely from sale of processed CRGO electrical steel to our Company, and changes in internal business arrangements or disruption in such inter-company relationship could adversely affect its business, results of operations and cash flows, and consequently our consolidated business and financial condition.***

Our Subsidiary, Anshuman Transpower System Private Limited is engaged in the business of processing CRGO electrical steel. CRGO electrical steel is a specification-sensitive input that has a significant impact on transformer performance characteristics, including energy-loss parameters, and also represents a meaningful component of manufacturing cost *(Source: CRISIL Report)*. The availability of CRGO electrical steel in India is limited, with the majority of the demand being met through imports *(Source: CRISIL Report).* Our Subsidiary currently sells its products only to our Company and does not have an independent third-party customer base. As a result, the revenues, operations and cash flows of the Subsidiary is entirely dependent on our Company's procurement requirements, internal sourcing decisions and the continuation of the existing inter-company business arrangement. Any changes in internal business arrangements or disruption in such inter-company relationship, could materially and adversely affect the business, results of operations and cash flows of our Subsidiary.

Further, our Subsidiary's CRGO processing capacity is also expected to increase to 25,000 MT by early July 2026, thereby providing additional flexibility, including the ability to cater to external requirements and broadening our product portfolio. However, in the absence of an established track record of supplying products to third-party customers, the Subsidiary's ability to diversify its revenue streams may be limited, and it may require

time and additional resources to develop an independent customer base. Additionally, if our Company is unable to absorb the increased production and the Subsidiary is unable to secure sufficient third-party demand, a portion of such expanded capacity may remain unutilised. Any inability to continue the existing arrangement with our Company or to develop alternate sales channels may adversely affect the operations, capacity utilisation, revenues and cash flows of the Subsidiary and, accordingly, our consolidated business, results of operations, financial condition and cash flows.

54. ***Our business is subject to incidents of vendor, contractor, fraud, theft or embezzlement. Any fraud, theft, or embezzlement by our vendors or contractors could adversely affect our reputation, results of operations and financial condition.***

Our business is subject to incidents of vendor, contractor, fraud, theft or embezzlement. We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our Equity Shares. While there have been no such instances of lapses of internal controls, we cannot assure you that this will not occur in the future.

Furthermore, our operations are subject to anti-corruption laws and regulations. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, which could have an adverse impact on our business, financial condition, 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. While there have been no instances of any violations of anti-corruption laws in the last three Fiscals, we cannot assure you that there will be no such instances in future.

55. ***Employee misconduct or failure of our internal processes or procedures could harm us by impairing our ability to attract and retain customers and subject us to significant legal liability and reputational harm, which could adversely affect our reputation, business, results from operations, financial conditions and cash flows.***

Our business is exposed to the risk of employee misconduct or the failure of our internal processes and procedures. For example, misconduct by employees could involve the improper use or disclosure of confidential information, which could result in costly litigation and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures and internal policies, the precautions we take to prevent and detect such activity may not be effective in all cases and we may be unable to adequately prevent or deter such activities in all cases. While we have not experienced such issues in the past, there could be instances of fraud and misconduct by our employees which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other proceedings, including claims for alleged negligence, in connection with any such unauthorized transaction, fraud or misappropriation by our employees, which could adversely affect our goodwill, business prospects and future financial performance. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurers, there can be no assurance that we shall recover any amounts lost through such fraud or other misconduct.

We may also be subject to theft or embezzlement by our employees, although, there have been no incidents of theft or embezzlement in Fiscal 2026, Fiscal 2025 and Fiscal 2024 and we have set up various security measures at our Manufacturing Facilities, such as robust financial and operational internal controls, periodic internal audits and deployment of security guards, there can be no assurance that we will not experience any theft, embezzlement, loss of stock in transit or similar incidents in the future, which could adversely affect our reputation, results of operations, financial condition and cash flows.

56. ***We rely on our information technology systems for certain of our operations and their reliability and functionality is critical to our business success. We use IT systems primarily for our design and engineering functions through our accounting enterprise resource planning ("ERP") solution. Cyber security risks, breaches and/or malfunction of any of our systems could disrupt our operations and could materially and adversely affect our business, financial condition and results of operations.***

We rely on our information technology systems for certain of our operations and their reliability and functionality is critical to our business success. We use IT systems primarily for our design and engineering functions, including CAD for 2D designs and SolidEdge for 3D designs, and for financial reporting and management information system purposes through our accounting enterprise resource planning ("**ERP**") solution.

Our growing dependence on our IT infrastructure, applications and data has caused us to have a vested interest in its reliability and functionality which can be affected by a number of factors, including, but not limited to, the increasing complexity of the 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 minimise those risks. Cyber security breaches, such as unauthorized access, accidents, employee errors or malfeasance, computer viruses, computer hackings or other disruptions could compromise the security of our data and infrastructure, thereby exposing such information to unauthorized access by third parties. Techniques used to obtain unauthorized access to, or to sabotage, systems change frequently and generally are not recognized until launched against a target. We may be required to deploy significant capital and other resources to remedy, protect against or alleviate these and related problems, and we may not be able to remedy these problems promptly, or at all. While there have no instances of data corruption, information leakages in the Fiscal 2026, Fiscal 2025 and Fiscal 2024, any security breaches that occur could disrupt our operations, increase our security costs, or expose us to potential losses due to data corruption or information leakage, which could have a material adverse effect on our business, financial condition and results of operations.

Further, 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 projects pursuant to the requirements of our contracts. Should such an interruption or delay occur, we can neither assure you that it will not result in the loss of data or information that is important to our business nor 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 and results of operation may be materially and adversely affected.

In addition, our proprietary engineering software, design tools and technical systems may require periodic upgrades, maintenance, adaptation and cybersecurity enhancements to remain effective and secure. Any failure to adequately maintain, protect, update or scale such systems in line with technological developments and operational requirements may adversely affect our operational efficiency and competitiveness.

57. ***Our ability to pay dividends in the future will depend upon our earnings, financial condition, cash flows and capital requirements. While we have not paid dividend in past; and we cannot assure payment of dividends on the Equity Shares in the future.***

Our ability to pay dividends depends on our earnings, financial condition, cash flows, capital requirements, applicable Indian legal restrictions and other factors. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. We may, in the future, be restricted by the terms of our loan agreements, from making any dividend payments, unless otherwise agreed upon by our lenders. Our ability to pay dividends in the future will depend upon our earnings, financial condition, cash flows and capital requirements. While we have not paid dividend in past; however, we cannot assure payment of dividends on the Equity Shares in the future. For further details on our dividend policy and dividends paid, see section titled "*Dividend Policy*" on page 310. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

58. ***That average P/E of the listed peer set is 39.86 while the company's P/E will be at premium of [•] times at the higher price band and [•] times at the lower price band.***

The Issue Price will be determined by our Company in consultation with the BRLMs, pursuant to the Book Building Process. This price will be based on numerous factors including P/E ratio of our Company. The average P/E ratio of our listed industry peers is 39.86 while P/E ratio of our Company is at premium of [●] times at the higher price band and [●] times at the lower price band. The P/E Ratio of our listed industry peers has been computed based on the closing market price of equity shares as on June 24, 2026. This price may not necessarily be indicative of the market price of our Equity Shares after the Issue is completed. The Price Earning (P/E) Ratio of our company in relation to Issue price is as follows:

Particulars	P/E
P/E ratio based on the Basic EPS, restated as on March 31, 2026	[●]
P/E ratio based on the Basic EPS, restated as on March 31, 2026	[●]

For further details, see '*Basis for Issue price'* on page 140.

Prior to the Issue, 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 Issue. Listing do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Accordingly, any valuation exercise undertaken for the purposes of the Issue by our Company would not be based on a benchmark with our industry peers. Further, the market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, announcements by us or our competitors of significant acquisitions, strategic alliances, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Some of all these factors may cause decrease in the market price of our Equity Shares and consequently investors may lose some or all of their investment in Equity Shares.

59. ***Our inability to maintain, protect and enforce our intellectual property rights, could adversely affect our business, results of operations and financial condition. Further, we may be subject to risks of infringement claims.***

We rely on our trademark to protect our intellectual property, which is critical to our business. Our logo has been registered as a trademark under class 9 bearing no. 3936953, however, our Company's name is not currently registered as a wordmark, and we may not be entitled to tradename protection with respect to our Company name. Further, similar names may create confusion among our suppliers and customers and other third parties which are important to our business. If we fail to differentiate between our Company and such other Unrelated TMC entities, it may adversely affect our brand, business, results of operations and financial condition. The protection of our intellectual property rights may require the expenditure of financial, managerial and operational resources.

We rely on a combination of laws and regulations, confidentiality of information to protect our intellectual property. Despite our efforts to protect and enforce our proprietary rights, unauthorized parties have used, and may in the future use, our trademark or similar trademark, copy aspects of our website images, features, compilation and functionality or obtain and use information that we consider as proprietary, such as trade secrets. We may therefore not be able to prevent our competitors from developing, using or commercializing products that are functionally equivalent or similar to our products. This may lead to reduction in sales of some of our products. Additionally, the process of obtaining intellectual property protection is expensive and time-consuming, and the amount of compensation for damages can be limited. Even if issued, trademarks may not adequately protect our intellectual property, as the legal standards relating to the validity, enforceability and scope of protection of trademark and other intellectual property rights are applied on a case-by-case basis and it is generally difficult to predict the results of any litigation relating to such matters. Any litigation, whether or not it is resolved in our favour, could result in significant expense to us and divert the efforts of our technical and management personnel, which may adversely affect our business, financial condition, cash flows and results of operations. While there have not been any instances of infringement of our intellectual property rights which have come to our knowledge in Fiscal 2026, Fiscal 2025 and Fiscal 2024, we cannot assure you that such instances shall not occur in the future.

60. ***The Issue Price, market capitalisation to revenue multiple and price to earnings ratio based on the Issue Price of our Company, may not be indicative of the market price of the Equity Shares on listing.***

Our market capitalisation (based on the Issue Price) to revenue (Fiscal 2026) multiple is [●] times; our market capitalisation (based on the Issue Price) to price to earnings ratio (based on profit after tax for Fiscal 2026) is [●] at the upper end of the Price Band.

The Issue Price will be determined by our Company in consultation with BRLMs based on various factors and assumptions. Furthermore, the Issue Price of the Equity Shares will be determined by our Company in consultation with BRLMs through the Book Building Process, and will be based on numerous factors, including factors as described under "*Basis for the Issue Price*" beginning on page 140 and may not be indicative of the market price for the Equity Shares after the Issue. Accordingly, the Issue 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 Issue, 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 Issue. 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 relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. As a result, the market price of the Equity Shares may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

61. ***We have included certain non-GAAP financial measures and certain statistical information related to our business, financial condition, results of operations and cash flows in this Draft Red Herring Prospectus. These non-GAAP financial measures and statistical information could vary from any standard methodology that is applicable across the transformer industry and therefore may not be comparable with non-GAAP financial measures or statistical information of similar nomenclature computed and presented by other companies.***

In evaluating our business, we consider and use certain non-GAAP financial measures and statical information, such as Revenue from operations growth, Gross Profit, Gross Profit Margin, Operating EBITDA, Operating EBITDA Margin, PAT Margin, Net Debt, Net Debt to Total Equity, Net Det to Operating EBIDTA, Net Working Capital Days, Fixed Asset Turnover Ratio, Return on Average Equity and Return on Average Capital Employed (ROCE)which are not required by, or presented in accordance with, Ind AS or any other generally accepted accounting principles. Further, these non-GAAP financial measures and statical information are not a measurement of our financial performance or liquidity under Ind AS or any other generally accepted accounting principles and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year 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 or any other generally accepted accounting principles. We compute and disclose such non-GAAP financial measures and such other statistical information as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and other statistical information may not be computed on the basis of any standard methodology that is applicable across the industry and, therefore, may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies.

Certain of our non-GAAP financial measures and statical information (referred to as KPIs) are disclosed in "*Basis for Issue Price – Key Performance Indicators (KPIs)*" on page 143. After the listing of the Equity Shares on the Stock Exchanges, we will continue to disclose the KPIs in accordance with the applicable regulations. However, as the industry in which we operate continues to evolve, the KPIs by which we evaluate our business may change in the future.

We have also included certain non-GAAP financial measures and statical information of our competitors listed on the Stock Exchanges in "*Basis for Issue Price – Key Performance Indicators ("KPIs")*" on page 143, which may not be based on any standard methodology and are subject to various assumptions.

62. ***Following the completion of the Issue, our Promoter and members of the Promoter Group will continue to hold significant control over our Company, enabling them to influence the outcome of matters put to shareholder approval. Such concentration of control may also give rise to potential conflicts of interest.***

As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter Group collectively hold 66,560,778 Equity Shares constituting 96.57% of the issued, subscribed and paid-up equity share capital of our Company and 92.68% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. After this Issue, our Promoter and Promoter Group will continue to exercise significant control or exert significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including composition of our Board, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures and the policies for dividends, lending, investments and capital expenditures. This control could have the effect of delaying or preventing a change of control of our Company or changes in management and will make the approval of certain transactions difficult or impossible without the support of our Promoter. The interests of our Promoter could conflict with our interests or the interests of our other Shareholders. While the actions carried out by our Company post-listing will be subject to Board and

Shareholder approval, as required under the Companies Act, 2013, and the SEBI Listing Regulations, any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

63. ***Some of our listed peers have performed better in relation to certain key performance indicators such as Gross Profit, Operating EBITDA and PAT during Fiscal 2026, Fiscal 2025 and Fiscal 2024,. We cannot assure you that we will in the future perform better than our peers in relation to these key performance indicators or the other key performance indicators disclosed in the DRHP. Accordingly, the investors must rely on their own examinations of key performance indicators of our Company for the purposes of investment in this Issue.***

Some of our listed peers have performed better in relation to certain key performance indicators such as Gross Profit, Operating EBITDA and PAT during Fiscal 2026, Fiscal 2025 and Fiscal 2024. For instance, Transformers and Rectifiers (India) Limited, Voltamp Transformers Limited, Atlanta Electricals Limited, Shilchar Technologies Limited and Indo Tech Transformers Limited had a better Gross Profit, Operating EBITDA and PAT as compared to our Company during the aforementioned Fiscals. For further details, see '*Basis for Issue Price - Key Performance Indicators - Comparison of our key performance indicators with listed industry peer*s' on page 146 of the Draft Red Herring Prospectus.

Investors should not place undue reliance on such historical comparative information as a definitive indication of our future performance. Our ability to maintain or improve these KPIs is subject to several factors, including market competition, raw material price fluctuations, and regulatory changes. There can be no assurance that we will continue to perform better than any of our listed peers on any of the KPIs disclosed in this Draft Red Herring Prospectus. Any deterioration in our operational or financial performance relative to our peers, or our inability to translate higher efficiency ratios into absolute profitability, could adversely affect investor perception, our reputation, and the trading price of our Equity Shares.

64. ***Certain sections in this Draft Red Herring Prospectus contain information from the CRISIL Report, which has been commissioned and paid for by us for the purpose of the Issue. Reliance on information from the CRISIL Report for making an investment decision in the Issue is subject to inherent risks.***

This Draft Red Herring Prospectus includes certain information that is derived from the CRISIL Report, or extracts of the CRISIL Report prepared by CRISIL. All such information in this Draft Red Herring Prospectus indicates the CRISIL Report as its source. The CRISIL Report is commissioned and paid for by us for the purpose of the Issue pursuant to an engagement letter dated April 28, 2026. Crisil Intelligence is not in any manner related to our Company, Material Subsidiary, Directors, Promoter, Key Managerial Personnel, members of Senior Management, and members of Promoter Group. A copy of the CRISIL Report will be available on our Company's website from the date of the Red Herring Prospectus until the Bid/Issue Closing Date.

The CRISIL Report is subject to various limitations and based upon certain assumptions that are subjective in nature. The CRISIL Report contains estimates, projections and forecasts as well as forward-looking statements that could prove to be incorrect. The CRISIL Report is not a recommendation to buy or sell securities in any company covered in the CRISIL Report. Accordingly, prospective investors should not place undue reliance on or base their investment decision solely on information derived from the CRISIL Report included in this Draft Red Herring Prospectus.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in this Issue pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the CRISIL Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the CRISIL Report before making any investment decision regarding this Issue. Please see "*Industry Overview*" on page 157. For the disclaimer associated with the CRISIL Report, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data*" on page 16.

65. ***Our funding requirements and the proposed deployment of Net Proceeds including capital expenditure for setting up the Proposed Facility are based on management estimates and the Project Report and may vary depending on changes in our business plan and external factors.***

We intend to utilize the Net Proceeds of the Issue for capital expenditure for setting up the Proposed Facility, funding of the incremental working capital requirements of our Company, and for general corporate purposes. For more details, see *"Objects of the Issue"* on page 117.

Our funding requirements mentioned in this Draft Red Herring Prospectus, are based on management estimates and have not been appraised by any bank or financial institution or any other independent agency, except for a

Project Report undertaken by us and prepared by RBSA Advisors LLP dated June 29, 2026. Although Project Report has evaluated key factors including technology selection, manufacturing capacity, raw material sourcing, market demand, operational costs, capital expenditure, and risk mitigation strategies, the actual costs and returns may differ from the estimates. The Project Report has been included in *"Material Contracts and Documents for Inspection – Material Documents"* on page 475.

We may be required to revise our business plan from time to time, which could result in changes in the proposed utilisation of the Net Proceeds, including rescheduling at the discretion of our management in compliance with the provisions of the Companies Act. In the event of any variation in actual utilisation of the Net Proceeds, any increased fund deployment for a particular activity may be met from funds earmarked from any other activity and/or from our internal accruals. Further, any such revision in the estimates may require us to revise our projected expenditure which may have a bearing on our profitability.

66. ***We propose to utilise the Net Proceeds towards funding capital expenditure, part funding of our incremental working capital requirements and general corporate purposes. Any variation in the utilisation of our Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval which may adversely impact our result of operations.***

We propose to utilise the Net Proceeds towards funding capital expenditure, funding of our incremental working capital requirements of our Company and general corporate purposes. For further details of the proposed objects of the Issue, see section titled "*Objects of the Issue - Details of the Objects - Part funding of the incremental working capital requirements of our Company"* on page 131. 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. Further, the Net Proceeds are intended to be utilised by the Company only. The planned use of the Net Proceeds is based on current conditions and is subject to changes in external circumstances, costs, other financial conditions or business strategies. Any variation in the planned use of the Net Proceeds will be made in compliance with SEBI ICDR Regulations, SEBI Listing Regulations, and other applicable laws and would also require Shareholders' approval by passing a special resolution and our Promoter will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects and may involve considerable time or cost overrun and in such an eventuality it may adversely affect our operations or business.

67. ***Our Company has undertaken bonus issuances in the past by utilizing its reserves; however, such past corporate actions are not indicative of any future bonus issuances or dividend payments.***

In the past, our Company has issued bonus shares through capitalization of its reserves. Such capitalization and distributions reduce the reserves available to our Company for business operations, expansion, capital expenditure, working capital and other corporate purposes.

These corporate actions were undertaken after considering the then prevailing financial position and other relevant factors. However, there can be no assurance that our Company will have adequate distributable profits, free reserves, cash flows or financial flexibility to undertake similar bonus issuances or pay dividends in the future. For details relating to such corporate actions, see "*Capital Structure – Notes to Capital Structure*" on page 99.

Any future decision relating to declaration of dividends or issuance of bonus shares will depend on various factors, including our future earnings, financial condition, cash flows, retained earnings, applicable legal requirements, capital requirements, business plans and such other factors as our Board of Directors and shareholders may deem relevant. Accordingly, investors should not rely on our past track record of bonus issuances or dividend payments as a basis for expecting any future distribution or capitalization of reserves. If we do not declare dividends or undertake bonus issuances in the future, the market price of our Equity Shares and investor sentiment may be adversely affected.

68. ***Upon listing, we may be subject to additional costs/unanticipated expenses arising from the obligations that a listed public company has to comply with, under the applicable regulatory framework in India.***

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed public company, we shall incur legal, accounting, insurance and other expenses that we have not incurred as an unlisted public company, including costs associated with listed company reporting and corporate governance requirements. We expect that rules and regulations shall increase our legal and financial compliance costs and make some activities more time-consuming and costly, although we are currently unable to estimate these costs with any degree of certainty. Laws and regulations could also make it more difficult or costly for us to obtain

certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. Laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our senior management. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting, fines, sanctions and other regulatory action and potentially civil litigation. Any such action could adversely affect our business, financial condition and results of operations and cash flow.'

For instance, we shall be subject to the Listing Regulations which shall require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we shall need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention shall be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations, and cash flows. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but there can be no assurance that we shall be able to do so in a timely and efficient manner.

69. ***We have issued Equity Shares in the last 12 months prior to the date of this Draft Red Herring Prospectus at prices that could be lower than the Issue Price.***

Other than the Equity Shares allotted pursuant to the bonus issue authorised by the resolution of our Board dated June 06, 2026, we have not issued Equity Shares at a price that could be lower than the Issue Price in the last 12 months prior to filing this Draft Red Herring Prospectus. For details of the issued Equity Shares in the preceding one year from the date of this Draft Red Herring Prospectus, see "*Capital Structure – Notes to the Capital Structure- History of Equity Share Capital*" on page 99. The price at which Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded after listing.

70. ***Our Company has issued Series A CCPS in the last 12 months preceding the date of this Draft Red Herring Prospectus, which are proposed to be converted into Equity Shares prior to filling of the Red Herring Prospectus with ROC at an effective conversion price that may be lower than the Issue Price, which may adversely affect investor perception and the trading price of our Equity Shares.***

Our Company has issued Series A CCPS in the last 12 months preceding the date of this Draft Red Herring Prospectus, which remain outstanding as of the date of this Draft Red Herring Prospectus and are proposed to be converted into Equity Shares prior to listing of the Equity Shares pursuant to this Issue. Such Series A CCPS shall be converted into Equity Shares in the ratio of one Series A CCPS to 2,824.93 Equity Share prior to the filing of the Red Herring Prospectus in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The effective conversion price of Series A CCPS may be lower than the Issue Price. The table below sets forth details relating to the Series A CCPS issued by our Company within the 12 months preceding the date of this Draft Red Herring Prospectus:

Date of allotment	Face value per preference share (in ₹)	Issue price per preference share (in ₹)	Nature of consideration	Nature of allotment	Names of allottees along with number of preference shares allotted to each allottee		
					Sr No.	**Name of allottees**	**Number of Preference Shares**
February 24, 2026	10	7,46,697	Cash	Preferential Issue	1.	India SME Investments Fund II	1,004
					2.	Adit Harshad Dawda	10
					3.	Kavisha Pankaj Shah	1
					4.	Jagjyot Singh Nanra	1
					5.	Sambhav Ranka	2
					6.	Abhishek Pai	2
					7.	Vaibhav Khairnar	1
					8.	Siddhartha Roy	1
					9.	Navaneetha Krishnan Ganesan	1

The pricing and terms of such Series A CCPS were determined at the time of issuance based on negotiations between the parties, prevailing business and market considerations, the stage of development of our business, investor rights and other commercial considerations applicable at the relevant time. Such pricing may differ significantly from the Issue Price determined in connection with this Issue and may not be indicative of the market price of our Equity Shares following listing.

Accordingly, investors may perceive a significant difference between the Issue Price and the historical pricing or effective conversion price of securities issued by our Company in recent transactions. There can be no assurance that the Issue Price or the post-listing trading price of our Equity Shares will reflect any historical issuance or conversion prices of securities previously issued by our Company. The Series A CCPS remain outstanding as of the date of this Draft Red Herring Prospectus and are proposed to be converted into Equity Shares prior to listing of the Equity Shares pursuant to this Issue in accordance with their terms. Accordingly, the capital structure of our Company upon listing may differ from the capital structure as of the date of this Draft Red Herring Prospectus.

71. ***There are several threats and challenges posed to the transformer industry. If any of these threats or challenges materialise it can impact the overall financial health of the business our Company and its ability to remain competitive in the market.***

The transformer industry faces several threats which could be in the nature of regulatory changes, competition, raw material availability and price volatility and currency fluctuations. It also faces several challenges such as quality and reliability, compliance with standards, technology upgradation, price sensitivity, long lead times, capacity ramp-up, working capital management and contractual pricing safeguards. For further details, see "*Industry Overview - Risk and challenges for Indian transformer industry*" on page 245. If any of these threats or challenges materialise it can impact the overall financial health of the business our Company and its ability to remain competitive in the market.

EXTERNAL RISKS

72. ***Geopolitical conflicts, including the ongoing conflicts involving Iran, Ukraine and instability in the Middle East and other regions, may adversely affect global commodity markets, supply chains, logistics networks, energy prices and economic conditions, which could materially and adversely affect our business, results of operations, financial condition and cash flows.***

Global economic and market conditions are increasingly affected by geopolitical tensions, armed conflicts, trade disruptions, sanctions regimes and regional instability, including the ongoing conflict involving Iran and related tensions in the Middle East, as well as the continuing Russia-Ukraine conflict. Such geopolitical developments have resulted, and may continue to result, in volatility in global commodity prices, disruption of international trade routes, increase in freight and insurance costs, supply chain disruptions, currency fluctuations, inflationary pressures and broader macroeconomic uncertainty.

The Russia-Ukraine conflict and related sanctions, export restrictions and disruptions in European and global energy and commodity markets have contributed to volatility in prices and availability of industrial raw materials, metals, energy products and transportation services. Similarly, recent developments involving Iran and instability in the Middle East, including disruptions in and around the Strait of Hormuz and Red Sea shipping corridors, have increased uncertainty in global oil, shipping and logistics markets.

Our business is exposed to fluctuations in prices and availability of key raw materials and components, including CRGO electrical steel, copper, aluminium, transformer oil and other industrial inputs, many of which are either imported, linked to global commodity prices or dependent on international supply chains. Geopolitical conflicts and disruptions affecting energy markets, shipping routes or industrial supply chains may lead to shortages of raw materials, increase in transportation and logistics costs, delays in procurement and delivery timelines, disruption in availability of imported components and volatility in foreign exchange rates.

Further, escalation of geopolitical tensions or armed conflicts may adversely affect global and Indian economic conditions, infrastructure spending, industrial activity, financing conditions and capital expenditure cycles in sectors relevant to our business, including railways, power transmission, power distribution and infrastructure. Such developments may also result in inflationary pressures, higher interest rates, reduced liquidity in financial markets, volatility in equity markets and deterioration in investor sentiment.

In addition, geopolitical conflicts may result in increased cyber security threats, trade restrictions, sanctions, export controls, restrictions on cross-border movement of goods and services, interruptions in global shipping and logistics operations, or disruptions affecting critical infrastructure and technology systems. Any prolonged or significant geopolitical instability or deterioration in global economic conditions could adversely affect our procurement costs, supply chain reliability, operational efficiency, project execution timelines, customer demand, working capital requirements and access to financing.

Any of the foregoing factors arising from geopolitical conflicts, war, terrorism, sanctions, trade restrictions or regional instability, including the ongoing conflicts involving Iran and Ukraine and related disruptions in global energy, commodity and shipping markets, could materially and adversely affect our business, results of operations, financial condition and cash flows.

73. ***Changes in global trade policies, tariff regimes, import restrictions, sanctions or other protectionist measures may adversely affect the availability and pricing of raw materials, components and equipment used in our business and could materially and adversely affect our business, results of operations, financial condition and cash flows.***

Global trade and supply chains have recently been affected by increasing tariff measures, trade restrictions, sanctions, export controls and protectionist policies adopted by various countries. Escalation of trade disputes and changes in customs duties, anti-dumping duties, safeguard duties, import restrictions or local sourcing requirements may adversely affect international trade flows and pricing of industrial raw materials and components.

Our business depends on the procurement of certain raw materials and components, including CRGO electrical steel and other industrial inputs, which are either imported or priced based on international benchmarks. Any increase in import duties, customs levies, freight costs or trade restrictions applicable to such materials may result in higher procurement costs, supply shortages, delays in sourcing or reduced availability of critical inputs. In addition, changes in trade policies or tariff structures in India or globally may adversely affect the competitiveness of our products, availability of suppliers and pricing stability of key commodities used in our operations.

Further, retaliatory tariff actions, geopolitical trade disputes, sanctions regimes, restrictions on international banking channels or changes in cross-border trade regulations may disrupt supply chains, increase lead times, create procurement uncertainty and adversely affect global economic conditions and industrial investment cycles. Such developments may also contribute to inflationary pressures, foreign exchange volatility and increased transportation and logistics costs.

We may not always be able to fully pass on increases in raw material or import-related costs to our customers, particularly under fixed-price contracts or projects with limited price escalation mechanisms. Any prolonged trade disruption, increase in tariffs or deterioration in global trade conditions could materially and adversely affect our procurement costs, operational efficiency, margins, competitiveness, business, results of operations, financial condition and cash flows.

74. ***A global or domestic economic slowdown, recession or financial market disruption could adversely affect infrastructure investment, industrial activity and customer spending, which may materially and adversely affect our business, results of operations, financial condition and cash flows.***

Our business is dependent on demand from sectors such as railways, power transmission, power distribution, infrastructure, industrial manufacturing and EPC projects, which are significantly influenced by macroeconomic conditions, infrastructure investment cycles, industrial growth and availability of financing. Any global or

domestic economic slowdown, recession, financial market disruption or prolonged economic uncertainty may adversely affect capital expenditure by governments, utilities, EPC contractors and industrial customers.

Global economic conditions have recently been impacted by geopolitical conflicts, inflationary pressures, elevated interest rates, banking sector volatility, supply chain disruptions, trade restrictions and fluctuations in commodity and energy prices. Any deterioration in global or Indian economic conditions may result in reduced infrastructure spending, postponement or cancellation of projects, slowdown in tendering activity, reduced industrial demand and delays in project execution.

In addition, recessionary conditions or financial market stress may adversely affect the financial position and liquidity of our customers, suppliers, lenders and other counterparties, resulting in delayed payments, reduced order inflows, tighter financing conditions and increased credit risk. Adverse macroeconomic conditions may also lead to volatility in foreign exchange rates, higher borrowing costs, reduced access to financing and pressure on working capital requirements. Further, economic uncertainty and recessionary conditions may adversely affect investor confidence and capital markets, including the market price and liquidity of our Equity Shares following the Issue.

Any significant slowdown in global or domestic economic activity, recessionary conditions or financial market disruption could materially and adversely affect our business, order inflows, revenues, profitability, financial condition and cash flows.

75. ***Changing laws, rules and regulations and legal uncertainties, including any adverse application of tax laws and regulations leading to new compliance requirements could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

The regulatory and policy environment in which we operate are evolving and are subject to change. Our business and financial condition could be materially adversely affected by changes in the laws, rules or regulations applicable to us, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations. The governmental and regulatory bodies could notify new regulations and/ or policies, which could require us to obtain approvals and licenses from the government and other regulatory bodies, impose onerous requirements and conditions on our operations. 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 could be time-consuming as well as costly for us to resolve and could affect the viability of our current business or restrict our ability to grow our business in the future.

In addition, unfavourable changes in or interpretations of existing laws, or the promulgation of new laws, rules and regulations, including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/ or could require us to apply for additional approvals.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges that are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved, and the timing and nature of income earned and expenditures incurred. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. Any future increases or amendments could affect the overall tax efficiency of companies operating in India and could result in significant additional taxes becoming payable. If the tax costs associated with certain transactions because of a particular tax risk materializing are greater than anticipated, it could affect the profitability of such transactions. In addition, the products sold by us are subject to indirect taxes, including Goods and Services Tax ("**GST**"), which are ultimately borne by customers as part of the purchase price. Any changes in GST rates, product classification or related tax treatment may impact the end-consumer pricing of such products. Any increase in GST rates or adverse changes in the indirect tax structure applicable to our products may increase the cost of our products for our customers, adversely affect project economics and procurement decisions, and reduce demand or delay orders for our products, which could in turn adversely affect our sales volumes, cash flows, results of operations and financial condition.

The Government of India with effect from November 21, 2025, has implemented four consolidated labour laws - Code on Wages, 2019; Industrial Relations Code, 2020; Code on Social Security, 2020; and Occupational Safety, Health and Working Conditions Code, 2020, which consolidate, subsume and replace numerous existing central

labour legislations. The new regime introduces a unified definition of "wages" (which affects statutory benefits, overtime, bonus, gratuity calculations), extends social-security and statutory benefits to all categories of workers (permanent, temporary, contract, fixed-term, gig/platform, part-time), and mandates compliance with workplace-safety, welfare, record-keeping and statutory documentation requirements across all establishments.

Although the core provisions have been notified nationally, several supporting rules -including certain state-level rules and sector-specific regulations are still awaited. Consequently, there remains uncertainty regarding the final form of some obligations, including social-security contribution rates, state-level compliance formalities, safety-standard thresholds, and the precise scope of applicability across different categories of establishments and operational units. Any delays in notification of detailed rules, divergent interpretations across States, or failure to comply accurately could expose us to regulatory risk, employee claims, penalties, or increased litigation risk. The implementation of such laws has the ability to increase our employee and labour costs, thereby adversely affecting our results of operations and cash flows.

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

76. ***Our ability to borrow in foreign currencies is restricted by Indian law.***

Indian companies are subject to foreign exchange regulations that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our ability to borrow in foreign currencies and, therefore, could negatively affect our ability to obtain financing on competitive terms. In addition, we cannot assure you that any required approvals for borrowing in foreign currency will be granted to us without onerous conditions, or at all. Such, and other, limitations on raising foreign capital could adversely affect our business results of operations, financial condition and cash flows.

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

There are provisions in Indian law that could delay, deter or prevent a future takeover or change in control of our Company. These provisions could discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions could also discourage a third party from attempting to take control of our Company.

78. ***A downgrade in India's sovereign debt rating by international rating agencies could adversely affect our debt ratings and the terms on which we are able to raise additional borrowings or refinance any existing borrowings.***

India's sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all of which are outside our control. Any adverse changes to India's sovereign debt rating by international rating agencies could adversely affect our debt ratings and the terms on which we are able to raise additional borrowings or refinance any existing borrowings, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

79. ***Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.***

The Restated Consolidated Financial Information for Fiscal 2026, Fiscal 2025 and Fiscal 2024, included in this Draft Red Herring Prospectus are derived from audited financial statements as of and for Fiscal 2026, Fiscal 2025 and Fiscal 2024 prepared in accordance with Ind AS, the provisions of the Companies Act, 2013 and other accounting principles generally accepted in India and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which you may be familiar, such as Indian GAAP, IFRS and US GAAP.

We have not attempted to explain in a qualitative manner the impact of the IFRS or US GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial

information to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP, which may differ from accounting principles with which you may be familiar in other countries. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus, which is restated as per the SEBI ICDR Regulations, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. You should review the accounting policies applied in the preparation of the Restated Consolidated Financial Information 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.

80. ***If inflation rises in India, increased costs could result in a decrease in our profits.***

Increasing Inflation in India could cause the costs of rent, wages, raw materials and other expenses to rise. Our business is subject to fluctuations in input costs and operational expenses, including procurement costs of key inputs and raw materials, rent, utilities, logistics, and employee-related costs. Any inability to increase retail selling prices correspondingly, or any adverse impact on demand due to such price increases, could result in reduced profit margins and may have a material adverse effect on our business, financial condition, results of operations, and cash flows.

Risks Relating to Equity Shares and the Issue

81. ***The determination of the Price Band is based on various factors and assumptions, and the Issue Price of the Equity Shares could not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges. Investors bear the risk of fluctuations in the price of Equity Shares and there can be no assurance that a liquid market for the Equity Shares will develop following the listing of the Equity Shares on the Stock Exchanges.***

There has been no public market for the Equity Shares prior to the Issue, 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. The Issue Price will be determined by our Company, in consultation with the BRLMs, through the Book Building Process in terms of Regulation 28 and Schedule XIII of SEBI ICDR Regulations. The relevant financial parameters based on which the Price Band will be determined shall be disclosed in the advertisement that will be issued for the publication of the Price Band. The Issue Price will be based on numerous factors, as described under in "*Basis for Issue Price*" on page 140. This price may not necessarily be indicative of the market price of the Equity Shares after the Issue is completed. You may not be able to re-sell your Equity Shares at or above the Issue Price and could, as a result, lose all or part of your investment. The price at which the Equity Shares will trade at after the Issue will be determined by the marketplace and could be influenced by many factors, including:

- our financial condition, results of operations and cash flows;
- the history of and prospects for our business;
- an assessment of our management, our past and present operations and the prospects for as well as timing of our future revenues and cost structures;
- the valuation of publicly traded companies that are engaged in business activities similar to ours;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial condition, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;
- additions or departures of Key Managerial Personnel;

- changes in interest rates;
- fluctuations in stock market prices and volume; and
- general economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in Equity Shares could experience a decrease in the value of the Equity Shares regardless of our financial condition, results of operations and cash flows.

The Equity Shares are expected to trade on NSE and BSE after the Issue, but there can be no assurance that active trading in the Equity Shares will develop after the Issue, or if such trading develops that it will continue. Investors may not be able to sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares.

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

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

83. ***Investors could be subject to Indian taxes arising out of capital gains and stamp duty on the sale of the Equity Shares and will be subject to India taxes on any dividends.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months could be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, you could be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any equity shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain released on the sale of our equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents could claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from sale of shares of an Indian company.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument ("**MLI**"), if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the Shareholders, both resident as well as non-resident.

More recently, the Government of India announced the Union Budget for Fiscal 2027, following which the Finance Bill, 2026 ("**Finance Bill**") was passed by the Parliament of India. Potential investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. There is no certainty on the impact that the Finance Bill, when enacted, 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.

84. ***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.***

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 Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date. While our Company is required to complete Allotment within three Working Days from the Bid or Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, political or economic conditions, or changes to our business or financial condition, could arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events could limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

85. ***Fluctuations in the exchange rate between the Rupee and other currencies could have an adverse effect on the value of the Equity Shares in those currencies, independent of our results of operations.***

Upon listing, the Equity Shares will be quoted in Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time it takes to undertake such conversion could reduce the net dividend received by investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, could reduce the net proceeds received by investors. The exchange rate between the Rupee and other currencies (such as the U.S. dollar, the Euro, the pound sterling, the Hong Kong dollar and the Singapore dollar) has changed substantially in the past and could fluctuate substantially in the future, which could have an adverse effect on the value of the Equity Shares and returns from the Equity Shares in foreign currency terms, independent of our operating results.

86. ***Foreign investors are subject to investment restrictions under Indian law that limit our ability to attract foreign investors, which could adversely affect the trading price of the Equity Shares.***

Under foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the RBI's approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020, which came into effect from April 22, 2020, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the FDI Policy. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

Our ability to raise foreign capital under the FDI route is therefore constrained by Indian law, which could adversely affect our business, financial condition, results of operations and cash flows. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 453.

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

Under the Companies Act, a company incorporated in India must offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the 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 who have voted 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 Company 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 our Company makes such a filing. Our Company may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you could suffer future dilution of your ownership position and your proportional interests in our Company would be reduced.

88. ***Subsequent to the listing of the Equity Shares on the Stock Exchanges, we could be subject to 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 could 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 could 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 could 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 could have an adverse effect on the market price of our Equity Shares or could in general cause disruptions in the development of an active trading market for our Equity Shares.

89. ***Any future issuance of Equity Shares or convertible securities or other equity-linked securities by us could dilute your shareholding and sales of Equity Shares by our major shareholders could adversely affect the trading price of Equity Shares.***

We could be required to finance our growth through future equity offerings. Any future issuance of our Equity Shares, convertible securities or securities linked to our Equity Shares by us. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales could occur, including to comply with the minimum public shareholding norms applicable to listed companies in India could adversely affect the trading price of the Equity Shares, which could lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. We cannot assure you that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or encumber the Equity Shares in the future. 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 could also affect the market price of the Equity Shares.

90. ***It may not be possible for investors to enforce any judgment obtained outside India against our Company, the Directors or the Key Managerial Personnel in India, respectively, except by way of a lawsuit in India on such judgment.***

Our Company is a company incorporated under the laws of India and all of our Directors and Key Managerial Personnel are located in India. All of our assets are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely 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 public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, including the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The Code of Civil Procedure, 1908 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 cannot be enforced by proceedings in execution 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. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, we cannot assure you 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 the prior approval of the RBI 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 an amount may also be subject to income tax in accordance with applicable law.

91. ***There is no guarantee that our Equity Shares will be listed, or continue to be listed, on the Indian stock exchanges in a timely manner, or at all, and prospective investors will not be able to immediately sell their Equity Shares on NSE and BSE.***

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of our Equity Shares. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. Accordingly, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all and there could be a failure or delay in listing our Equity Shares on the NSE and BSE, which would adversely affect your ability to sell our Equity Shares.

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

Under the Companies Act, a company having share capital and incorporated in India is required to offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the 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 who have voted on such resolution. However, if the laws of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us 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. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

SECTION III: INTRODUCTION

THE ISSUE

The details of the Issue are summarised below:

Issue of Equity Shares#(1)	Up to [●] Equity Shares of face value of ₹ 10 each, aggregating up to ₹ 5,500.00 million
which includes:	
Employee Reservation Portion(2)	Up to [●] Equity Shares of face value ₹ 10 each, aggregating up to ₹ [●] million
Net Issue	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹[●] million
The Net Issue consists of	
A. QIB Portion(3)(4)	Not less than [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹[●] million
of which:	
- Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹ 10 each
of which up to 40% of the Anchor Investor Portion shall be reserved in the following manner:	
a. up to 33.33% of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds	Up to [●] Equity Shares of face value of ₹ 10 each
b. up to 6.67% of the Anchor Investor Portion available shall be reserved for allocation to Life Insurance Companies and Pension Funds	Up to [●] Equity Shares of face value of ₹ 10 each
- Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹ 10 each
of which:	
a. Available for allocation to Mutual Fund Portion (5% of the Net QIB Portion)	[●] Equity Shares of face value of ₹ 10 each
b. Balance for QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹ 10 each
B. Non-Institutional Portion(3)(5)(6)	Not more than [●] Equity Shares of face value of ₹ 10 each
Of which	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size more than ₹ 0.20 million to ₹ 1.00 million	[●] Equity Shares of face value of ₹ 10 each
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹ 1.00 million	[●] Equity Shares of face value of ₹ 10 each
C. Retail Portion(3)(5)(6)	Not more than [●] Equity Shares of face value of ₹ 10 each
Pre and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue (as on the date of this Draft Red Herring Prospectus)	[●] Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Issue	[●] Equity Shares of face value of ₹ 10 each
Use of Net Proceeds by our Company	For details of the use of proceeds from the Issue, see "*Objects of the Issue*" on page 117.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO placement aggregating up to ₹ 1,100.00 million, as may be permitted under applicable law, at our discretion, prior to filing of the Red Herring Prospectus with the RoC. 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 Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Issue in compliance with applicable law. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety). 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 the Prospectus.

(1) Our Board has authorised the Issue, pursuant to a resolution dated June 25, 2026. Our Shareholders have authorised the Issue pursuant to a special resolution dated June 29, 2026.

(2) The Employee Reservation Portion shall not exceed 5% of the post-Issue Equity Share capital of our Company. Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million(net of Employee Discount), subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Issue.

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

(4) Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. Out of the Anchor Investor Portion, 40% shall be reserved for allocation as follows: (i) 33.33% to domestic Mutual Funds; and (ii) 6.67% to Life Insurance Companies and Pension Funds. In the event of any under-subscription under sub-clause (ii), the allocation shall be made to domestic Mutual Funds. 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 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 Issue Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see "Issue Procedure" on page 433. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.

(5) 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 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 in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

(6) If (i) our Company does not make the minimum Allotment in the Issue as specified under Rule 19(2)(b) of the SCRR or does not achieve the minimum subscription of 90% of the Fresh Issue on the Bid/ Issue Closing Date; or (ii) subscription level falls below the aforesaid minimum subscription after the Bid/ Issue Closing Date due to withdrawal of Bids, or after technical rejections, or any other reason; or (iii) in case of devolvement of Underwriting, aforesaid minimum subscription is not received within such period as prescribed under applicable law; and (iv) if the listing or trading permission is not obtained from the Sock Exchanges for the Equity Shares in the Issue, our Company shall forthwith refund the entire subscription amount in accordance with applicable law.

Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, including in relation to grounds for rejection of Bids, see "*Issue Structure*" and "*Issue Procedure*" on pages 429 and 433 respectively. For details of the terms of the Issue, see "*Terms of the Issue*" on page 423.

SUMMARY FINANCIAL INFORMATION

The following tables set out the summary financial information derived from the Restated Consolidated Financial Information. The summary financial information presented below should be read in conjunction with "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 311 and 365, respectively.

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RESTATED STATEMENTS OF ASSETS AND LIABILITIES

(All figures in ₹ million unless otherwise stated)

Particulars			As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Assets					
I.	**Non-current assets**				
	(a)	Property, plant and equipment	251.92	206.66	124.14
	(b)	Right-of-Use assets	151.55	159.42	-
	(c)	Intangible assets	0.14	0.18	0.10
	(d)	Capital work-in-progress	31.68	-	-
	(e)	Financial assets			
		Other financial assets	27.25	16.40	12.47
	(f)	Deferred tax assets (net)	17.60	9.07	5.61
	(g)	Other non-current assets	157.32	-	1.83
		Total non-current assets	**637.46**	**391.73**	**144.15**
II.	**Current Assets**				
	(a)	Inventories	1,003.19	182.40	32.62
	(b)	Financial assets			
		(i) Trade receivables	1,200.57	826.12	543.02
		(ii) Cash and cash equivalents	174.96	125.06	212.20
		(iii) Bank balances other than (ii) above	766.52	172.64	4.66
	(c)	Current tax assets (net)	20.93	-	0.01
	(d)	Other current assets	148.39	23.26	8.56
	Total current assets		**3,314.56**	**1,329.48**	**801.07**
Total Assets			**3,952.02**	**1,721.21**	**945.22**
Equity and Liabilities					
III.	**Equity**				
	(a)	Share capital	0.24	0.24	0.24
	(b)	Share suspense account	-	0.00	0.00
	(c)	Other equity	1,788.88	755.86	289.64
	Total equity		**1,789.12**	**756.10**	**289.88**
	Liabilities				
	Non-current liabilities				
	(a)	Financial liabilities			
		(i) Borrowings	782.20	23.72	13.35
		(ii) Lease liabilities	162.26	163.47	-
	(b)	Provisions	5.23	3.21	2.15
	Total non-current liabilities		**949.69**	**190.40**	**15.50**
	Current liabilities				
	(a)	Financial liabilities			
		(i) Borrowings	391.97	183.25	215.27
		(ii) Lease liabilities	1.21	1.10	-
		(iii) Trade payables			
		- Total outstanding dues of micro enterprises and small enterprises	40.34	50.01	81.06
		- Total outstanding dues of creditors other than micro enterprises and small enterprises	468.53	266.12	125.30
		(iv) Other financial liabilities	11.82	9.36	13.58
	(b)	Other current liabilities	250.06	192.46	181.74
	(c)	Provisions	45.96	33.44	22.89
	(d)	Current tax liabilities (net)	3.32	38.97	-
	Total current liabilities		**1,213.21**	**774.71**	**639.84**
	Total liabilities		**2,162.90**	**965.11**	**655.34**
Total Equity and liabilities			**3,952.02**	**1,721.21**	**945.22**

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All figures in ₹ million unless otherwise stated)

Particulars			Fiscals		
			2026	2025	2024
I.	Revenue from operations		4,172.35	2,716.85	2,475.25
II.	Other income		24.14	14.72	4.77
III.	**Total Incomes (I+II)**		**4,196.49**	**2,731.57**	**2,480.02**
IV.	**Expenses**				
	Cost of materials consumed		2,605.15	1,794.56	1,957.49
	Changes in inventory of work-in-progress and finished goods		(227.46)	(125.62)	53.47
	Employee benefits expense		184.79	147.83	73.84
	Finance costs		48.04	30.89	18.91
	Depreciation and amortization expense		25.76	20.68	7.08
	Other Expenses		279.34	233.16	166.60
	Total Expenses (IV)		**2,915.62**	**2,101.50**	**2,277.39**
V.	**Profit before tax (III-IV)**		**1,280.87**	**630.07**	**202.63**
VI.	**Tax expense**				
	(1)	Current tax expense	333.41	167.00	52.24
	(2)	Tax expense of earlier years	(1.17)	-	0.32
	(3)	Deferred tax expense	(8.49)	(3.38)	(0.92)
	Total tax expense (VI)		**323.75**	**163.62**	**51.64**
VII.	**Profit for the year (V-VI)**		**957.12**	**466.45**	**150.99**
VIII.	**Other Comprehensive Income**				
	(a)	**Items that will not be reclassified to profit or loss**			
		(i) Remeasurement of defined obligations	(0.14)	(0.31)	(0.30)
		(ii) Income tax relating to above items	0.04	0.08	0.08
	(b)	**Items that will be reclassified to profit or loss**	-	-	-
	Total other comprehensive income (VIII)		**(0.10)**	**(0.23)**	**(0.22)**
IX.	**Total Comprehensive Income (VII + VIII)**		**957.02**	**466.22**	**150.77**
X.	**Earnings per share (Face value of ₹ 10 per share) (in ₹)**				
	Basic		14.11	6.88	2.23
	Diluted		14.05	6.88	2.23

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(All figures in ₹ million unless otherwise stated)

Particulars		Fiscals		
		2026	2025	2024
A.	**Cash Flow from Operating Activities**			
	Net profit before taxation	1,280.87	630.07	202.63
	Adjustments For:			
	Depreciation and amortisation expenses	25.76	20.68	7.08
	(Profit) /loss on sale of property, plant and equipment	3.92	(1.03)	-
	Interest income on fixed deposits	(12.62)	(11.38)	(0.98)
	Interest on working capital and trade finance arrangements	25.38	8.00	5.85
	Interest on vehicle loans	1.88	4.00	3.44
	Unrealised foreign exchange fluctuation gain (net)	(1.08)	(0.26)	-
	Interest on lease liability	15.70	11.84	-
	Provision for expected credit loss	0.32	2.53	3.39
	Operating Profit Before Working Capital Changes	**1,340.13**	**664.45**	**221.41**
	Changes in:			
	(Increase)/Decrease in trade receivables	(373.69)	(285.37)	(353.92)
	(Increase)/Decrease in inventories	(820.79)	(149.78)	57.99
	(Increase)/Decrease in financial assets	0.10	(0.07)	(11.29)
	(Increase)/Decrease in current assets	(125.13)	(14.70)	25.23
	Increase/(Decrease) in trade payables	192.74	109.77	124.43
	Increase/(Decrease) in other liabilities and provisions	77.31	16.37	102.02
	Working Capital Changes	**(1,049.46)**	**(323.78)**	**(55.54)**
	Cash Generated From Operations	**290.67**	**340.67**	**165.87**
	Taxes Paid (Net)	(388.86)	(128.10)	(52.96)
	Net Cash (used in) / generated from Operating Activities	**(98.19)**	**212.57**	**112.91**
B.	**Cash Flow From Investing Activities**			
	Purchase of property, plant and equipment and intangible assets	(260.27)	(132.13)	(88.61)
	Sale proceeds of property, plant and equipment and intangible assets	1.43	39.13	6.86
	Investment in term deposits (net)	(602.59)	(169.90)	2.94
	Interest received	10.38	9.44	0.87
	Net Cash (used in) / generated from Investing Activities	**(851.05)**	**(253.46)**	**(77.94)**
C.	**Cash Flow From Financing Activities**			
	Proceeds from / (repayment of) borrowings (net)	203.33	(21.65)	85.86
	Proceeds from issue of compulsory convertible preference shares	763.87	-	-
	Lease liabilities paid	(16.80)	(12.60)	-
	Interest, commitment and finance charges paid	(27.26)	(12.00)	(9.29)
	Proceeds from issue of fully-paid equity shares (net)	76.00	-	-
	Net Cash (used in) / generated from Financing Activities	**999.14**	**(46.25)**	**76.57**
	Net Increase /(decrease) in Cash and Cash Equivalent (A+B+C)	49.90	(87.14)	111.54
	Cash and Cash Equivalents at Beginning of Year	125.06	212.20	100.66
	Cash and Cash Equivalents at the End of Year	**174.96**	**125.06**	**212.20**

SUMMARY OF CONTINGENT LIABILITIES

A summary of our contingent liabilities for Fiscal ended March 31, 2026, March 31, 2025 and March 31, 2024 as per Ind AS 37 – Provisions, Contingent Liabilities as derived from the Restated Consolidated Financial Information are set forth in the table below:

(₹ in million)

Particulars	As of March 31, 2026	As of March 31, 2025	As of March 31, 2024
i. Claims against the company not acknowledged as due			
a. Income-tax	-	-	1.18
b. Goods and Services tax	-	-	-
c. Customs duty	-	-	-
d. Other Matters	-	-	-

For further details on contingent liabilities as at March 31, 2026, as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, see "*Restated Consolidated Financial Information – Note 32 – Contingent liabilities and capital commitments*" on page 342.

SUMMARY OF RELATED PARTY TRANSACTIONS

Set out below is a summary of related party transactions for Fiscals ended March 31, 2026, March 31, 2025 and March 31, 2024 - Related Party Disclosures read with the SEBI ICDR Regulations, as derived from the Restated Consolidated Financial Information:

(₹ in million)

Hriday Narayan R Shukla – Chairman & Managing Director						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Short-term employee benefits	25.00	0.60	25.00	0.92	-	-
Reimbursement of expense	-	-	6.96	0.26	10.61	0.43
Fresh issue of equity shares as purchase consideration of shares of wholly-owned subsidiary	147.34	3.53	-	-	-	-

(₹ in million)

United Insulation Industries – Partnership firm -Enterprises where KMP or relative of KMP is holding directorship or partnership or shareholder is having significant influence						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Purchase of goods (net of taxes)	225.20	5.40	158.90	5.85	114.47	4.62
Sale of goods (net of taxes)	10.84	0.26	10.03	0.37	83.35	3.37

(₹ in million)

United Insulation Industries – Proprietorship firm- Enterprises where KMP or relative of KMP is holding directorship or partnership or shareholder is having significant influence						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Purchase of plant and machinery	18.58	0.45	-	-	-	-
Rent paid (including lease liability)	28.50	0.68	38.05	1.40	5.40	0.22

(₹ in million)

Venkatasesha Sita Rama Venugopal Kalavagunta - Executive Director						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Short-term employee benefits	4.45	0.11	3.93	0.14	2.82	0.11
Reimbursement of expense	0.41	0.01	0.40	0.01	0.38	0.02

(₹ in million)

Sudhakar Garikipati – Director (till August 07, 2025)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Short-term employee benefits	1.67	0.04	3.48	0.13	2.46	0.10

(₹ in million)

Sushma Shukla – Non Executive Director (From August 07, 2025 till June 02, 2026)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Sitting Fees	0.11	0.00	-	-	-	-

(₹ in million)

Nitin Jayantibhai Rathod – Independent director (from August 07, 2025)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Sitting Fees	0.11	0.00	-	-	-	-

(₹ in million)

Hemang Mehta - Independent Director (from August 07, 2025)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Sitting Fees	0.11	0.00	-	-	-	-

(₹ in million)

Harshil Rajendra Patel - Independent Director (from August 07, 2025)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Sitting Fees	0.12	0.00	-	-	-	-

(₹ in million)

Khushali Patel – Company Secretary & Compliance Officer (from August 23, 2025)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Short-term employee benefits	0.24	0.01	-	-	-	-

(₹ in million)

Saurabh Dharamsibhai Patel - Chief Financial Officer (from November 01, 2025)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Short-term employee benefits	1.00	0.02	-	-	-	-

(₹ in million)

Adit Harshad Dawda – Non executive Nominee Director-India SME Investments Fund II (from February 24, 2026)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Issue of Series A compulsory convertible preference shares	7.47	0.18	-	-	-	-

(₹ in million)

Sidhinarayan Ramashankar Shukla - Relative of KMP						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Short-term employee benefits	6.00	0.14	5.50	0.20	-	-
Fresh issue of equity shares as purchase consideration of shares of wholly-owned subsidiary	70.20	1.68	-	-	-	-
Reimbursement of expense	0.43	0.01	0.08	0.00	-	-

(₹ in million)

Gaurav R Shukla - Relative of KMP						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Short-term employee benefits	15.00	0.36	14.00	0.52	-	-
Reimbursement of expense	-	-	0.24	0.01	-	-
Fresh issue of equity shares as purchase consideration of shares of wholly-owned subsidiary	70.20	1.68	-	-	-	-

(₹ in million)

Lakshmi Kalavagunta - Relative of KMP						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Short-term employee benefits	3.05	0.07	2.25	0.08	1.47	0.06

(₹ in million)

G Lakshmi - Relative of KMP (till August 07, 2025)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Short-term employee benefits	0.55	0.01	1.30	0.05	0.97	0.04

(₹ in million)

B. R. Pancholi & Co. - Enterprises where KMP or relative of KMP is holding directorship or partnership or shareholder is having significant influence (from November 01, 2025)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Professional fees	0.30	0.01	-	-	-	-

(₹ in million)

Dama Ventures - Enterprises where KMP or relative of KMP is holding directorship or partnership or shareholder is having significant influence (from December 29, 2025)						
Nature of transaction	**Amount for the year ended on March 31, 2026**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2025**	**% of Revenue from operations**	**Amount for the year ended on March 31, 2024**	**% of Revenue from operations**
Fresh issue of equity shares for cash	46.30	1.11	-	-	-	-

GENERAL INFORMATION

Our Company was incorporated as "TMC Transformers (India) Private Limited" under the provisions of the Companies Act, 1956, pursuant to certificate of incorporation dated February 18, 2009, issued by the Assistant Registrar of Companies, Andhra Pradesh at Hyderabad. The registered office of our Company was shifted from the state of Telangana to the state of Gujarat pursuant to a resolution passed by our Shareholders on November 02, 2018, and a certificate of registration dated March 18, 2019, pursuant to order of the Regional Director, Hyderabad, India dated January 11, 2019. Subsequently, our Company was converted into a public limited company pursuant to resolutions passed by our Board on April 20, 2025, and our Shareholders on May 28, 2025, consequent to which its name was changed to "TMC Transformers (India) Limited", and a fresh certificate of incorporation was issued on June 11, 2025 by Registrar of Companies, Central Processing Centre. For details in relation to the changes in the name and the Registered Office of our Company, see "*History and Certain Corporate Matters*" on page 284.

Registered and Corporate Office of our Company

TMC Transformers (India) Limited
Survey No. 26 1/2 Part B,
Village- Khandiwada Vadodara- Halol Highway,
Waghodiya, Vadodara - 391510, Gujarat, India

Corporate Identity Number: U29299GJ2009PLC107122

Corporate Registration Number: 107122

Address of the Registrar of the Companies

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

Registrar of Companies, Gujarat at Ahmedabad
ROC Bhavan, Opp. Rupal Park Society,
Behind Ankur Bus Stop, Naranpura,
Ahmedabad – 380013, Gujarat, India

Board of Directors

Details regarding our Board as on the date of this Draft Red Herring Prospectus are set forth below:

Name	Designation	DIN	Address
Hriday Narayan R Shukla	Chairman and Managing Director	07317976	House Number- 38, Bhagat Colony, Susain Circle, Makarpura, Vadodara-390 010, Gujarat, India
Venkatasesha Sita Rama Venugopal Kalavagunta	Executive Director	03218037	C/O Flat No. T203, Shivabhi Luxuria Apartments, Maneja, Vadodara- 390 013, Gujarat, India
Adit Harshad Dawda	Non-Executive Nominee Director*	08095087	A-603, Beaumonte, Sion Circle, Near PVR Cinemas, Sion East, Mumbai-400 022, Maharashtra, India
Hemang Mehta	Independent Director	01584577	203 Viceroy Image Flats, 17 Bhakti Nagar Society, B/H ABS Towers, Old Padra Road, Vadodara-390 007, Gujarat
Harshil Rajendra Patel	Independent Director	09606743	F 203 JBR Residency Science City, Nr RK Royal Hall, Sola Road, Ahmedabad- 380 060, Gujarat
Nitin Jayantibhai Rathod	Independent Director	11189406	A-4 Surmandir Society, Near Bechar Bhai Park, New IPCL Road, Gorwa, Vadodara, Industrial Estate, - 390 016, Gujarat
Dipali Desai	Independent Director	11701348	A-1 Mahavir Apartment Vijay Nagar Mai Mandir Harni Road, Harni Colony, Vadodara-390 022, Gujarat

** Nominee Director of India SME Investments Fund II*

For brief profiles and further details in relation to our Board, see "*Our Management*" on page 291.

Company Secretary and Compliance Officer

Khushali Patel is the Company Secretary and Compliance Officer of our Company. Her contact details are as set forth below:

Khushali Patel
TMC Transformers (India) Limited
Survey No. 26 1/2 Part B, Village - Khandiwada,
Vadodara- Halol Highway, Taluka - Waghodiya,
Vadodara- 391510, Gujarat, India.
Email Id: cs@tmc-india.com
Telephone: +91 74350 00215

Book Running Lead Managers

Anand Rathi Advisors Limited
11th floor, Times Tower, Kamala City,
Senapati Bapat Marg, Lower Parel West,
Mumbai – 400013, Maharashtra, India
Telephone: +91- 22 4047 7000
E-mail: tmc.ipo@rathi.com
Website: www.anandrathiib.com
Investor grievance e-mail ID: grievance.ecm@rathi.com
Contact person: Shivani Tapadia/ Dhruv Goswamy
SEBI registration number: INM000010478

Intensive Fiscal Services Private Limited
914, Raheja Chambers,
Free Press Journal Marg,
Nariman Point, Mumbai – 400021,
Maharashtra, India
Telephone: +91 22 2287 0443
E-mail: tmc.ipo@intensivefiscal.com
Website: www.intensivefiscal.com
Investor grievance e-mail ID: grievance.ib@intensivefiscal.com
Contact person: Harish Khajanchi / Anand Rawal
SEBI registration number: INM000011112

Statement of inter-se allocation of responsibilities among the BRLMs

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

S. No.	Activity	Responsibility	Coordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Draft Abridged Prospectus, Abridged Prospectus Red Herring Prospectus and Prospectus. Ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Red Herring Prospectus, Prospectus and RoC filing and follow up and coordination till final approval from all regulatory authorities.	BRLMs	ARAL
2.	Drafting and approval of all statutory advertisement and AV presentation	BRLMs	ARAL
3.	Appointment of Intermediaries - Registrar to the Issue, Printer, Banker(s) to the Issue, Monitoring Agency, Syndicate Members, Sponsor Bank, Advertising Agency and other intermediaries including coordination of all agreements to be entered into with such Intermediaries	BRLMs	ARAL
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, application forms etc. and filing of media compliance report.	BRLMs	Intensive
5.	Preparation of road show presentation and frequently asked questions	BRLMs	Intensive
6.	International institutional marketing of the Issue, which will cover, inter alia: • International Institutional marketing strategy • Finalizing the list and division of international investors for one-to-one meetings • Finalizing international road show and investor meeting schedules	BRLMs	Intensive
7.	Domestic institutional marketing of the Issue, which will cover, *inter alia*: • Domestic Institutional marketing strategy • Finalizing the list and division of domestic investors for one-to-one meetings • Finalizing domestic road show and investor meeting schedules	BRLMs	ARAL
8.	Conduct non-institutional marketing of the Issue, which will cover, inter-alia:	BRLMs	Intensive

S. No.	Activity	Responsibility	Coordinator
	• Formulating marketing strategies for Non-institutional Investors • Finalising media, marketing, public relations strategy and publicity budget • Finalising brokerage, collection centres • Follow-up on distribution of publicity and Issue material including form, RHP/ Prospectus and deciding on the quantum of the Issue material		
9.	Conduct retail marketing of the Issue, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget • budget including list of frequently asked questions at retail road shows • Finalising brokerage, collection centres, application forms • Finalising commission structure • Finalising centres for holding conferences etc. • Follow-up on distribution of publicity • Issue material including form, RHP/ Prospectus and deciding on the quantum of the Issue material	BRLMs	ARAL
10.	Managing anchor book related activities and Managing the book including allocation to Anchor Investors and finalization of pricing in consultation with the Company and submission of letters to regulators post completion of anchor allocation	BRLMs	ARAL
11.	Co-ordination with Stock Exchanges for filing Book Building software letters, bidding terminals and mock trading	BRLMs	Intensive
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Banks, intimation of allocation and dispatch of refund to Bidders, etc. Post- Issue activities, which shall involve essential follow-up steps including, follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, coordination with various agencies connected with the post- Issue activity such as Registrar to the Issue Bankers to the Issue, SCSBs including responsibility for underwriting arrangements, as applicable. Co-ordination with SEBI and Stock Exchanges submission of all post Issue reports including initial and final post Issue report to SEBI.	BRLMs	Intensive

Legal Counsel to the Company as to Indian Law

Dentons Link Legal
1102, 11th Floor, Tower 1,
One International Center, Senapati Bapat Marg,
Prabhadevi (West), Mumbai 400 013,
India New Delhi 110 002, India
Telephone: +91 22 6625 2222
E-mail: ecm.india@dentonslinklegal.com

Statutory Auditors of our Company

M/s. M P P S & Co, Chartered Accountants
238-240, High Field Ascot,
VIP Road, Vesu, Surat – 395007
E-mail: mpps.ca@gmail.com
Telephone: 9925822001/9712961057
Firm registration number: 140400W
Peer review number: 019826

Changes in statutory auditors of our Company

Except as disclosed below, there has been no change in the statutory auditors of our Company during the three years preceding the date of this Draft Red Herring Prospectus

Particulars	Date of Change	Reason of Change
M/s. M P P S & Co, Chartered Accountants 238-240, High Field Ascot, VIP Road, Vesu, Surat – 395007 **E-mail**: ca.psmodi@gmail.com **Telephone**: 9925822001/9712961057	September 30, 2025**	Appointed as Statutory Auditor of our Company for a period of 5 years
	March 29, 2025*	Appointed as Statutory Auditor of our Company for the financial year 2024-2025

Particulars	Date of Change	Reason of Change
Firm registration number: 140400W **Peer review number**: 019826		to fill the casual vacancy caused by the resignation of M/s. B.R. Pancholi & Co.
M/s. B.R. Pancholi & Co. 314, Kanha Capital, Near Hotel Express, R C Dutt Road, Alkapuri, Vadodara - 390007, Gujarat, India **E-mail**: casdpatel@outlook.com **Tel.**: +91 9825552477 **Firm registration number**: 107285W **Peer review number**: 020246	March 25, 2025	Resignation as statutory auditor of our Company to undertake non-audit services and to maintain independence for the purposes of the statutory audit.

* *The extra-ordinary general meeting of shareholders was held on March 29, 2025 and the board meeting was held on March 26, 2025 to pass resolutions taking note of the appointment of M/s. M P P S & Co, Chartered Accountants, as the Statutory Auditors of our Company with effect from March 29, 2025 to conduct audit for the financial year 2024-25 for filling up the casual vacancy caused due to resignation of the previous auditors M/s. B.R. Pancholi & Co.*

** *The annual general meeting of shareholders was held on September 30, 2025 to pass resolutions taking note of the re-appointment of M/s. M P P S & Co, Chartered Accountants, as the Statutory Auditors of our Company to hold office from the conclusion of the annual general meeting held in the year 2025 until the conclusion of the annual general meeting to be held in the year 2030 for conducting audit for the period of account from April 1, 2025 to March 31, 2030.*

Registrar to the Issue

MUFG Intime India Private Limited
(formerly Link Intime India Private Limited)
C-101, Embassy 247, L.B.S. Marg, Vikhroli (West),
Mumbai 400 083, Maharashtra, India
Investor Grievance Email: tmctransformers.ipo@in.mpms.mufg.com
Website: www.in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
E-mail: tmctransformers.ipo@in.mpms.mufg.com
Telephone: +91 810 811 4949
SEBI Registration No.: INR000004058

Bankers to the Company

ICICI Bank Limited
ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara,
Vadodara, Gujarat, India, 390007
Contact Person: Bhavik Prajapati
Telephone: +91 9324915140
Email: bhavik.prajapati@icici.bank.in
Website: www.icicibank.com
CIN: L65190GJ1994PLC021012

HDFC Bank Limited
HDFC Bank House Senapati Bapat Marg,
Lower Parel W, Mumbai
Mumbai, Maharashtra, India, 400013
Contact Person: Dipesh Mehta
Telephone: +91 9825956276
Email: dipesh.mehta@hdfc.bank.in
Website: www.hdfcbank.co.in
CIN: L65920MH1994PLC080618

IndusInd Bank Limited
1st Floor, Gold Croft Building,
Jetalpur road, Vadodara- 390007
Contact Person: Himanshu Patel
Telephone: 9998100883
Email: himanshukumar.patel@indusind.com
Website: www.indusind.bank.in
CIN: L65191PN1994PLC076333

Banker to the Issue

Escrow Collection Bank and Refund Bank

[●]

Public Issue Account Bank

[●]

Sponsor Banks

[●]

Syndicate Members

[●]

Designated Intermediaries

Self-Certified Syndicate Banks

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

https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or at such other websites 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.

Eligible SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and the SEBI Master Circular, the UPI Bidders may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, using the UPI handles and which are live for applying in public issues using UPI mechanism, to the extent not rescinded by the SEBI Master Circular. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications, as updated from time to time or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and 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 (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35), 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 as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

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

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and email address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Designated Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and at https://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts to the Issue

Except as disclosed below, our Company has not obtained any expert opinions:

1. Our Company has received written consent dated June 30, 2026 from M/s. M P P S & Co, Chartered Accountants, (firm registration number 140400W) holding a valid peer review certificate from ICAI, to include their name as required under section 26 (1) 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 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated June 30, 2026 on our Restated Consolidated Financial Information; (ii) their report dated June 30, 2026 on the statement of special tax benefits available to our Company, Material Subsidiary and Shareholders, included in this Draft Red Herring Prospectus; and (iii) the certificates issued in connection with the Issue in their capacity as the Statutory Auditor of our Company. 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.

2. Our Company has received written consent pursuant to the certificate dated June 29, 2026 from Atulkumar Kantilal Soni, Heterogeneous Industrial Solutions Private Limited, an independent chartered engineer (registration number: M-150264-0), to include his name 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 his capacity as a chartered engineer, in relation to his certificate dated June 29, 2026, certifying *inter alia* the annual installed capacity, actual production and capacity utilisation of the Transformer Manufacturing Facility and the CRGO Processing Facility; and certain details in relation to our manufacturing process, 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 U.S. Securities Act.

3. Our Company has received written consent dated June 30 2026, from CMS & Associates, an independent firm of practicing company secretaries, holding a valid peer review certificate from ICSI 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, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of their search report and certificate on compliance with Companies Act dated June 30 2026, in connection with the Issue, 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.

4. Our Company has received written consent dated June 29, 2026, from RBSA Advisors LLP, Independent Consultant, 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, Red Herring Prospectus and the Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in relation to their Project Report dated June 29, 2026 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.

Appraising Entity

None of the objects of the Issue for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity has been appointed in relation to the Issue. For further details, see "*Risk Factors – The objects of the Issue for which funds have been raised and proposed deployment of the Net Proceeds of [●] million of the Issue have not been appraised by a bank or a financial institution. The deployment of funds is entirely at the discretion of our management and as per the details mentioned in the section titled "Objects of the Issue". Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected."* on page 58.

Monitoring Agency

Our Company shall, in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a monitoring agency for monitoring the utilization of the Gross Proceeds prior to the filing of the Red Herring Prospectus. For details in relation to the proposed utilisation of the Net Proceeds, see "*Objects of the Issue – Monitoring of utilization of funds*" on page 138.

IPO Grading

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

Credit Rating

As this is an issue of Equity Shares, there is no requirement to obtain credit rating for the Issue.

Debenture Trustee

As this is an issue of Equity Shares, the appointment of debenture trustee is not required.

Green Shoe Option

No green shoe option is contemplated under the Issue.

Filing of the Issue Documents

A copy of this Draft Red Herring Prospectus along with the Draft Abridged Prospectus has been uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and pursuant to the SEBI ICDR Master Circular. A copy of this Draft Red Herring Prospectus, along with the Draft Abridged Prospectus will also be filed with SEBI at:

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, shall be filed with the RoC and a copy of the Prospectus shall be filed under Section 26 of the Companies Act with the RoC at its office, and through the electronic portal of MCA at www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from Bidders 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, the Employee Discount (if any), and the minimum Bid Lot, will be decided by our Company, in consultation with the BRLMs and shall be published in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Gujarati daily newspaper (Gujarati being the regional language of Vadodara, Gujarat, where our Registered and Corporate Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Issue Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Issue Closing Date. For further details, see "*Issue Procedure*" on page 433.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Non - Institutional Investors 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 Member(s), Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Issue through the ASBA process. Pursuant to SEBI ICDR Master Circular, all individual bidders in initial public offerings whose application sizes are up to ₹ 0.50 million shall use the UPI Mechanism.

In accordance with the SEBI ICDR Regulations, QIBs and NIBs are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. RIBs Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Except for Allocation to RIBs and NIBs, and the Anchor Investors (except QIBs), Allocation in the Issue will be on a proportionate basis. Allocation to the 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.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and the Bidding Process are subject to change from time to time and Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid in the Issue.

Each Bidder will be deemed to have acknowledged the above restrictions and the terms of the Issue, by submitting their Bid in the Issue. Bidders should note that the Issue is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For further details on the method and procedure for Bidding, see "*Terms of the Issue*", "*Issue Structure*" and "*Issue Procedure*" on pages 423, 429 and 433, respectively.

Illustration of Book Building Process and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Terms of the Issue*" and "*Issue Procedure"* on pages 423 and 433, respectively.

Investor Grievances

For mechanism for the redressal of investor grievances, see "*Other Regulatory and Statutory Disclosures – Mechanism for Redressal of Investor Grievances in the Issue*" on page 421.

Underwriting

After the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company will enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue in accordance with Regulation 40(3) of the SEBI ICDR Regulations. The extent of underwriting obligations and the Bids to be underwritten by each BRLMs shall be as per the Underwriting Agreement. It is proposed that 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, 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. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC*.)

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

The above-mentioned underwriting commitment is indicative and will be finalised after determination of the Issue Price, Basis of Allotment and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board, based solely on representations made by the Underwriters, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board, 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 commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. The extent of underwriting obligations (including any defaults in payment for which the respective Underwriter is required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount) and the Bids to be underwritten in the Issue by each Book Running Lead Managers shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

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

(in ₹, except share data)

Sr. No.	Particulars	Aggregate value at face value	Aggregate value at Issue Price*
A.	**AUTHORIZED SHARE CAPITAL** (1)		
	85,000,000 Equity Shares of face value of ₹ 10 each	850,000,000	-
	2,000 Preference Shares of face value of ₹ 10 each	20,000	-
	Total	850,020,000	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE (PRIOR TO CONVERSION OF THE CCPS)** (2)		
	6,89,31,455 Equity Shares of face value ₹ 10 each	689,314,550	-
	1,023 Series A CCPS of face value of ₹ 10 each	10,230	-
C.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE (UPON THE CONVERSION OF THE CCPS)** (2)		
	7,18,21,356 Equity Shares of face value of ₹ 10 each	718,213,560	-
D.	**PRESENT ISSUE**		
	Issue of [●] Equity Shares of face value of ₹ 10 each at a price of ₹ [●] per Equity Share aggregating up to ₹ 5,500.00 million (3) (4)	[●]	[●]
	Which includes:		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million (5)	[●]	[●]
	Net Issue of up to ₹ [●] Equity Shares of face value of ₹10 each aggregating up to [●] million	[●]	[●]
E.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE***		
	[●] Equity Shares of face value of ₹10 each	[●]	[●]
F.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue		895,267,508
	After the Issue		[●]

* *To be included upon finalization of the Issue Price and subject to finalisation of Basis of Allotment.*

(1) *For details in relation to the changes in the authorized share capital of our Company, see "History and Certain Corporate Matters –Amendments to our Memorandum of Association in the last 10 years" on page 284.*

(2) *As on the date of this Draft Red Herring Prospectus, our Company has 1,023 outstanding Series A CCPS. Prior to filing of the Red Herring Prospectus with the RoC, 1,023 Series A CCPS shall be converted into maximum of 2,889,901 Equity Shares of face value of ₹10 each, pursuant to the terms and conditions of the Series A CCPS and in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The actual number of Equity Shares that such Series A CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the Series A CCPS. For further details, see "Capital Structure – Terms of conversion of Series A CCPS" and "History and Certain Corporate Matters – Shareholders' agreements and other material agreements" on pages 101 and 287, respectively.*

(3) *The Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on June 25, 2026 and by our Shareholders pursuant to a special resolution passed at their meeting held on June 29, 2026.*

(4) *Our Company, in consultation with the BRLMs, may consider a Pre-IPO placement aggregating up to ₹ 1,100.00 million, as may be permitted under applicable law, at our discretion, prior to filing of the Red Herring Prospectus with the RoC. 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 Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Issue in compliance with applicable law. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety). 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 the Prospectus.*

(5) *The Employee Reservation Portion shall not exceed 5% of the post-Issue Equity Share capital of our Company. Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million (net of Employee Discount), subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Issue.*

Notes to Capital Structure

1. Share Capital History of our Company

a. ***History of Equity Share Capital***

The history of the equity share capital of our Company is set forth below:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Names of allottees along with number of Equity Shares allotted to each allottee	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
February 18, 2009[(1)]	10,000	10.00	10.00	Cash	Initial subscription to Memorandum of Association[(1)]	Sr No. / Name of allottees / Number of Equity Shares 1. Andrea Giorgio Colombo — 5,000 2. Shiraz Ali Sacoor — 5,000	10,000	100,000
December 23, 2009	100	10.00	10.00	Cash	Further Issue	Sr No. / Name of allottees / Number of Equity Shares 1. Venkatasesha Sita Rama Venugopal Kalavagunta — 100	10,100	101,000
November 27, 2021	13,559	10.00	2,950.00	Cash	Rights Issue	Sr No. / Name of allottees / Number of Equity Shares 1. Hriday Narayan R Shukla — 13,559	23,659	236,590
September 28, 2025	332	10.00	866,693.00*	Other than cash*	Preferential Issue	Sr No. / Name of allottees / Number of Equity Shares 1. Hriday Narayan R Shukla — 170 2. Sidhinarayan Ramashankar Shukla — 81 3. Gaurav R Shukla — 81	23,991	239,910
February 24, 2026	106	10.00	746,697.00	Cash	Preferential Issue	Sr No. / Name of allottees / Number of Equity Shares 1. Dama Ventures[#] — 62 2. Sudhakar Garikipati — 44	24,097	240,970

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Names of allottees along with number of Equity Shares allotted to each allottee			Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
June 06, 2026	68,074,025	10.00	N.A.	N.A.	Bonus Issue as on record date i.e. June 04, 2026 in the ratio of 2825 Equity Shares for every one Equity Share held)	**Sr No.**	**Name of allottees**	**Number of Equity Shares**	68,098,122	680,981,220
						1.	Hriday Narayan R Shukla	60,350,475		
						2.	Venkatasesha Sita Rama Venugopal Kalavagunta	282,500		
						3.	Sushma Shukla	954,850		
						4.	Darpan Shukla	954,850		
						5.	Anshuman Shukla	954,850		
						6.	Sidhinarayan Ramashankar Shukla	2,138,525		
						7.	Gaurav R Shukla	1,183,675		
						8.	Kanchan Shukla	954,850		
						9.	Dama Ventures[#]	175,150		
						10.	Sudhakar Garikipati	124,300		
June 25, 2026	833,333	10.00	600.00	Cash	Preferential Issue	**Sr No.**	**Name of allottees**	**Number of Equity Shares**	68,931,455	689,314,550
						1.	Motilal Oswal Finvest Limited	500,000		
						2.	Frangipani Capital Advisors LLP	333,333		

(1) Our Company was incorporated on February 18, 2009. The date of subscription to Memorandum of Association was November 08, 2008.

* *Our Company entered into a share swap agreement dated April 16, 2025 with our Promoter, Sidhinarayan Ramashankar Shukla, Gaurav R Shukla and our Material Subsidiary pursuant to which 332 Equity Shares of our Company of face value of ₹10 each were allotted to our Promoter, Sidhinarayan Ramashankar Shukla and Gaurav R Shukla as consideration for acquiring 10,000 equity shares of face value ₹10 each, constituting 100% of its issued, subscribed and paid-up share capital of our Material Subsidiary at a swap ratio of 30:1 (i.e., one Equity Share of the Company for every 30 equity shares of our Subsidiary, as determined on the basis of a valuation report issued by an independent valuer. For further details, see "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years" on page 286.*

\# *Held jointly by Saurabh Dharamsibhai Patel and Santdasi Bhupendra Pancholi, in their capacity as partners of Dama Ventures.*

b. ***History of Preference Share capital of our Company***

The following table sets forth the history of the outstanding Preference Share capital of our Company as on the date of this Draft Red Herring Prospectus:

Date of allotment	Number of Preference Shares allotted*	Face value per Preference Share (in ₹)	Issue price per Preference Share (in ₹)	Nature of consideration	Nature of allotment	Names of allottees along with number of Preference Shares allotted to each allottee			Cumulative number of Preference Shares	Cumulative paid-up Preference Share capital (in ₹)
February 24, 2026	1,023	10.00	746,697	Cash	Preferential Issue	**Sr No.**	**Name of allottees**	**Number of Preference Shares**	1,023	10,230
						1.	India SME Investments Fund II	1,004		

Date of allotment	Number of Preference Shares allotted*	Face value per Preference Share (in ₹)	Issue price per Preference Share (in ₹)	Nature of consideration	Nature of allotment	Names of allottees along with number of Preference Shares allotted to each allottee			Cumulative number of Preference Shares	Cumulative paid-up Preference Share capital (in ₹)
						2.	Adit Harshad Dawda	10		
						3.	Kavisha Pankaj Shah	1		
						4.	Jagjyot Singh Nanra	1		
						5.	Sambhav Ranka	2		
						6.	Abhishek Pai	2		
						7.	Vaibhav Khairnar	1		
						8.	Siddhartha Roy	1		
						9.	Navaneetha Krishnan Ganesan	1		

* *Prior to filing of the Red Herring Prospectus with RoC, 1023 outstanding Series A CCPS will be converted into maximum of 2,889,901 Equity Shares pursuant to the terms and conditions of the Series A CCPS and in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The actual number of Equity Shares that such Series A CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the Series A CCPS.*

Terms of conversion of Series A CCPS

As on the date of this Draft Red Herring Prospectus, there are 1,023 Series A CCPS of face value of ₹ 10 each that are outstanding, and such Series A CCPS shall be converted to a maximum of 2,889,901 Equity Shares of face value of ₹ 10 each which will be completed prior to the filing of the Red Herring Prospectus with RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The actual number of Equity Shares that such Series A CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the Series A CCPS.

The details of outstanding Series A CCPS allotted by our Company are set forth in the table below:

Date of allotment	Face value per Preference Share (in ₹)	Issue price per Preference Share (in ₹)	Nature of allotment	Name of the shareholder	Number of Series A CCPS allotted	Estimated conversion ratio (CCPS: Equity Shares)*	Estimated price per Equity Share (based on conversion ratio) (in ₹)*	Maximum number of Equity Shares of face value of ₹10 each to be allotted post conversion of Series A CCPS*
February 24, 2026	10.00	746,697	Preferential Issue	India SME Investments Fund II	1,004	1:2824.93	264.32	28,36,226
February 24, 2026	10.00	746,697	Preferential Issue	Adit Harshad Dawda	10	1:2824.93	264.32	28,250
February 24, 2026	10.00	746,697	Preferential Issue	Kavisha Pankaj Shah	1	1:2824.93	264.32	2,825
February 24, 2026	10.00	746,697	Preferential Issue	Jagjyot Singh Nanra	1	1:2824.93	264.32	2,825
February 24, 2026	10.00	746,697	Preferential Issue	Sambhav Ranka	2	1:2824.93	264.32	5,650
February 24, 2026	10.00	746,697	Preferential Issue	Abhishek Pai	2	1:2824.93	264.32	5,650
February 24, 2026	10.00	746,697	Preferential Issue	Vaibhav Khairnar	1	1:2824.93	264.32	2,825
February 24, 2026	10.00	746,697	Preferential Issue	Siddhartha Roy	1	1:2824.93	264.32	2,825
February 24, 2026	10.00	746,697	Preferential Issue	Navneetha Krishnan Ganesan	1	1:2824.93	264.32	2,825
Total					**1,023**			**2,889,901**

* *All figures in decimals and all percentage figures have been rounded off to two decimal places.*

c. Our Company is in compliance with the Companies Act, 1956 and the Companies Act, 2013, to the extent applicable, with respect to issuance and allotment of Equity Shares and Preference Shares since the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus, except in relation to the allotment dated September 28, 2025 for which we have filed a suo-moto adjudication application dated June 27, 2026. For further details, see *"Risk Factors – Our Company has filed suo-moto adjudication applications for non-compliance with certain provisions under Companies Act, 2013. Consequently, we may be subject to adverse regulatory actions and penalties for any past or future non-compliance, and our business, financial condition and reputation may be adversely affected."* on page 27.

2. Secondary Transactions involving our Promoter and members of our Promoter Group

Except as disclosed below, there have been no secondary transactions of Equity Shares or Preference Shares of our Company by our Promoter and the members of the Promoter Group:

Date of transfer of Equity Shares	Number of Equity Shares transferred	Class of shares transferred	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of transaction	Nature of Consideration	Total Consideration
Promoter							
Hriday Narayan R Shukla							
April 10, 2018	50	Equity Shares	10.00	152.00	Transfer of Equity Shares from Venkatasesha Sita Rama Venugopal Kalavagunta	Cash	7,600
May 24, 2018	9,950	Equity Shares	10.00	152.00	Transfer of Equity Shares from Venkatasesha Sita Rama Venugopal Kalavagunta	Cash	1,512,400
May 08, 2025	(338)	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift to Sushma Shukla	NA	NA
May 08, 2025	(338)	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift to Darpan Shukla	NA	NA
May 08, 2025	(338)	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift to Anshuman Shukla	NA	NA
May 08, 2025	(676)	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift to Sidhinarayan Ramashankar Shukla	NA	NA
May 08, 2025	(338)	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift to Gaurav R Shukla	NA	NA
May 08, 2025	(338)	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift to Kanchan Shukla	NA	NA

Date of transfer of Equity Shares	Number of Equity Shares transferred	Class of shares transferred	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of transaction	Nature of Consideration	Total Consideration
Promoter Group							
Sushma Shukla							
May 08, 2025	338	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift from Hriday Narayan R Shukla	NA	NA
Darpan Shukla							
May 08, 2025	338	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift from Hriday Narayan R Shukla	NA	NA
Anshuman Shukla							
May 08, 2025	338	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift from Hriday Narayan R Shukla	NA	NA
Sidhinarayan Ramashankar Shukla							
May 08, 2025	676	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift from Hriday Narayan R Shukla	NA	NA
Gaurav R Shukla							
May 08, 2025	338	Equity Shares	10.00	NA	Transfer of Equity Shares by way of gift from Hriday Narayan R Shukla	NA	NA

3. **Details of shares issued for consideration other than cash or by way of a bonus issue:**

Except as disclosed below, our Company has not issued any Equity Shares or Preference Shares, for consideration other than cash or by way of bonus issue, as on the date of this Draft Red Herring Prospectus.

<table>
<tr><th>Date of allotment</th><th>Reason/Nature of allotment</th><th colspan="3">Name of allottees</th><th>Number of equity shares allotted</th><th>Face value (in ₹)</th><th>Issue price per Equity Share (in ₹)</th><th>Form of consideration</th><th>Benefits accrued to our Company</th></tr>
<tr><td rowspan="4">September 28, 2025</td><td rowspan="4">Preferential Issue</td><td>Sr No.</td><td>Name of allottees</td><td>Number of Equity Shares</td><td rowspan="4">332</td><td rowspan="4">10.00</td><td rowspan="4">866,693*</td><td rowspan="4">Other than Cash*</td><td rowspan="4">Acquisition of our Material Subsidiary</td></tr>
<tr><td>1.</td><td>Hriday Narayan R Shukla</td><td>170</td></tr>
<tr><td>2.</td><td>Sidhinarayan Ramashankar Shukla</td><td>81</td></tr>
<tr><td>3.</td><td>Gaurav R Shukla</td><td>81</td></tr>
<tr><td rowspan="3">June 06, 2026</td><td rowspan="3">Bonus Issue as on record date i.e. June 04, 2026, in the ratio of 2,825 Equity Shares for every one Equity Share held</td><td>Sr No.</td><td>Name of allottees</td><td>Number of Equity Shares</td><td rowspan="3">68,074,025</td><td rowspan="3">10.00</td><td rowspan="3">N.A.</td><td rowspan="3">N.A.</td><td rowspan="3">N.A.</td></tr>
<tr><td>1.</td><td>Hriday Narayan R Shukla</td><td>60,350,475</td></tr>
<tr><td>2.</td><td>Venkatasesha Sita Rama Venugopal Kalavagunta</td><td>282,500</td></tr>
</table>

Date of allotment	Reason/Nature of allotment	Name of allottees			Number of equity shares allotted	Face value (in ₹)	Issue price per Equity Share (in ₹)	Form of consideration	Benefits accrued to our Company
		3.	Sushma Shukla	954,850					
		4.	Darpan Shukla	954,850					
		5.	Anshuman Shukla	954,850					
		6.	Sidhinarayan Ramashankar Shukla	2,138,525					
		7.	Gaurav R Shukla	1,183,675					
		8.	Kanchan Shukla	954,850					
		9.	Dama Ventures#	175,150					
		10.	Sudhakar Garikipati	124,300					

* *Our Company entered into a share swap agreement dated April 16, 2025 with our Promoter, Sidhinarayan Ramashankar Shukla, Gaurav R Shukla and our Material Subsidiary pursuant to which 332 Equity Shares of our Company of face value of ₹10 each were allotted to our Promoter, Sidhinarayan Ramashankar Shukla and Gaurav R Shukla as consideration for acquiring 10,000 equity shares of face value ₹10 each, constituting 100% of its issued, subscribed and paid-up share capital of our Material Subsidiary at a swap ratio of 30:1 (i.e., one Equity Share of the Company for every 30 equity shares of our Subsidiary, as determined on the basis of a valuation report issued by an independent valuer. For further details, see "History and Certain Corporate Matters– Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years" on page 286.*

\# *Held jointly by Saurabh Dharamsibhai Patel and Santdasi Bhupendra Pancholi, in their capacity as partners of Dama Ventures.*

3. Shares issued out of revaluation of reserves

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

4. Issue of shares under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013

Our Company has not issued or allotted any shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

5. Issue of equity shares under employee stock option schemes

Our Company does not have any employee stock option schemes as on the date of this Draft Red Herring Prospectus.

6. Issue of Specified Securities at a price lower than Issue Price in the last one (1) year

Except for the allotment of 68,074,025 Equity Shares pursuant to a bonus issue on June 06, 2026 and as disclosed in " - *Notes on Capital Structure*" on page 99, our Company has not made an issue of Equity Shares at a price which may be lower than the Issue Price during the period of one year preceding the date of filing of this Draft Red Herring Prospectus.

The Issue Price shall be determined by our Company, in consultation with the BRLMs, on or after Bid/Issue Closing Date.

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7. Shareholding Pattern of our Company

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

Sr. No (I)	Category of shareholder (II)	Nos. of Shareholder (III)	No. of fully paid-up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants, ESOP, etc.) (X)	Total No of Equity Shares on fully Diluted basis (including warrants, ESOP, Convertible Securities etc.) (XI)=(VII+X)*	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) As a % of (A+B+C2) (XII=VII+X)*	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Non-Disposal Undertaking (XIV)		Other encumbrances, if any (XV)		Total Number of Equity Shares encumbered (XVIII)= (XII+XIV+XV)		Number of Equity shares held in dematerialized form (XVII)
								No of Voting Rights			Total as a % of (A+B+C)				No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total EquityShares held (b)		
								Class Equity Shares of ₹10 each	Class: Others	Total																
(A)	Promoter & Promoter Group	6	66,560,778	0	0	66,560,778	96.57	66,560,778	0	66,560,778	96.57	0	66,560,778	92.68	0	0	0	0	0	0	0	0	0	0	66,560,778
(B)	Public	15	2,370,677	0	0	2,370,677	3.43	2,370,677	0	2,370,677	3.43	1023	5,260,578	7.32	0	0	0	0	0	0	0	0	0	0	2,370,677
(C)	Non-Promoter-Non-Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Emp. Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	21	68,931,455	0	0	68,931,455	100.00	68,931,455	0	68,931,455	100.00	1,023	71,821,356	100.00	0	0	0	0	0	0	0	0	0	0	68,931,455

* *Prior to filing of the Red Herring Prospectus with RoC, 1023 outstanding Series A CCPS will be converted into maximum of 2,889,901Equity Shares pursuant to the terms and conditions of the Series A CCPS and in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The actual number of Equity Shares that such Series A CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the Series A CCPS. For further details, see "– Terms of conversion of Series A CCPS" on page 101 and "History and Certain Corporate Matters – Shareholders' agreements and other material agreements" on page 287.*

8. Details of equity shareholding of major shareholders of our Company

a. Set forth below are details of shareholders holding 1% or more of the paid-up equity share capital of our Company on a fully diluted basis as on the date of this Draft Red Herring Prospectus*:

Sr. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)	Number of Equity Shares on a fully diluted basis^	Percentage of the pre-Issue Equity Share capital on a fully diluted basis# (%)
1.	Hriday Narayan R Shukla	60,371,838	87.58	60,371,838	84.06
2.	India SME Investments Fund II	Nil	Nil	2,836,226	3.95
3.	Sidhinarayan Ramashankar Shukla	2,139,282	3.10	2,139,282	2.98
4.	Gaurav R Shukla	11,84,094	1.72	1,184,094	1.65
5.	Sushma Shukla	955,188	1.39	955,188	1.33
6.	Darpan Shukla	955,188	1.39	955,188	1.33
7.	Anshuman Shukla	955,188	1.39	955,188	1.33
8.	Kanchan Shukla	9,55,188	1.39	9,55,188	1.33
Total		**67,515,966**	**97.96**	**70,352,192**	**97.96**

* *Based on the beneficiary positioning statement dated June 29, 2026*

^ *Assuming full conversion of outstanding Preference Shares*

\# *Prior to filing of the Red Herring Prospectus with RoC, 1,023 Series A CCPS will be converted into maximum of 2,889,901 Equity Shares of face value of ₹10 each, pursuant to the terms and conditions of the Series A CCPS under the SHA and in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The actual number of Equity Shares that such Series A CCPS will convert into shall be determined at the time of conversion, in accordance with the terms of the Series A CCPS. For further details, see "– Terms of conversion of Series A CCPS" on page 101 and "History and Certain Corporate Matters – Shareholders' agreements and other material agreements" on page 287.*

b. Set forth below are details of shareholders holding 1% or more of the paid-up Equity Share capital of our Company on a fully diluted basis, as of 10 days prior to the date of this Draft Red Herring Prospectus*:

Sr. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)	Number of Equity Shares on a fully diluted basis^	Percentage of the pre-Issue Equity Share capital on a fully diluted basis# (%)
1.	Hriday Narayan R Shukla	60,371,838	88.65	60,371,838	85.05
2.	India SME Investments Fund II	Nil	Nil	2,836,226	4.00
3.	Sidhinarayan Ramashankar Shukla	2,139,282	3.14	2,139,282	3.01
4.	Gaurav R Shukla	1,184,094	1.74	1,184,094	1.67
5.	Sushma Shukla	955,188	1.40	955,188	1.35
6.	Darpan Shukla	955,188	1.40	955,188	1.35
7.	Anshuman Shukla	955,188	1.40	955,188	1.35
8.	Kanchan Shukla	955,188	1.40	955,188	1.35
Total		**67,515,966**	**99.13**	**70,352,192**	**99.13**

* *Based on the beneficiary positioning statement dated June 19, 2026*

^ *Assuming full conversion of outstanding Preference Shares*

\# *Prior to filing of the Red Herring Prospectus with RoC, 1,023 Series A CCPS will be converted into maximum of 2,889,901 Equity Shares of face value of ₹10 each, pursuant to the terms and conditions of the Series A CCPS under the SHA and in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The actual number of Equity Shares that such Series A CCPS will convert into shall be determined at the time of conversion, in accordance with the terms of the Series A CCPS. For further details, see "– Terms of conversion of Series A CCPS" on page 101 and "History and Certain Corporate Matters- Shareholders' agreements and other material agreements" on page 287.*

c. Set forth below are details of shareholders holding 1% or more of the paid-up Equity Share capital of our Company on a fully diluted basis, as of one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)	Number of Equity Shares on a fully diluted basis	Percentage of the pre-Issue Equity Share capital on a fully diluted basis (%)
1.	Hriday Narayan R Shukla	21,193	89.58	21,193	89.58

Sr. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)	Number of Equity Shares on a fully diluted basis	Percentage of the pre-Issue Equity Share capital on a fully diluted basis (%)
2.	Sidhinarayan Ramashankar Shukla	676	2.86	676	2.86
3.	Sushma Shukla	338	1.43	338	1.43
4.	Darpan Shukla	338	1.43	338	1.43
5.	Anshuman Shukla	338	1.43	338	1.43
6.	Gaurav R Shukla	338	1.43	338	1.43
7.	Kanchan Shukla	338	1.43	338	1.43
Total		**23,559**	**99.59**	**23,559**	**99.59**

d. Set forth below is the are details of shareholders holding 1% or more of the paid-up Equity Share capital of our Company on a fully diluted basis, as of two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)	Number of Equity Shares on a fully diluted basis	Percentage of the pre-Issue Equity Share capital on a fully diluted basis (%)
1.	Hriday Narayan R Shukla	23,559	99.58	23,559	99.58
Total		**23,559**	**99.58**	**23,559**	**99.58**

9. Except for the Equity Shares to be allotted pursuant to the Issue, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of further public issue of Equity Shares, or otherwise. However, if business needs of our Company so require, our Company may alter the capital structure by way of split / consolidation of the denomination of the Equity Shares / issue of Equity Shares on a preferential basis or issue of bonus or rights or public or preferential issue of Equity Shares or any other securities during the period of six months from the date of opening of the Issue or from the date the application moneys are refunded on account of failure of the Issue, after seeking and obtaining all the approvals which may be required.

10. History of build-up of Promoter's shareholding (including Promoter's contribution) and Lock-in of Promoter's shareholding:

As on the date of this Draft Red Herring Prospectus, our Promoter holds 60,371,838 Equity Shares constituting 87.58% of the issued, subscribed and paid-up equity share capital of our Company and 84.06% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. All the Equity Shares held by our Promoter are in dematerialised form, as on the date of this Draft Red Herring Prospectus.

i. Build-up of our Promoter's Shareholding in our Company

Date of Allotment/ Transfer/ when made fully paid up	Number of Equity Shares	Nature of acquisition / allotment / transfer	Nature of Consideration	Face Value Per Equity Share (₹)	Issue/ Acquisition / Sale Price per Equity Share (₹)	Percentage of pre-Issue Equity Share capital	Percentage of pre-Issue Equity Share capital on a fully diluted basis	Percentage of post Issue Equity Share capital*
Hriday Narayan R Shukla								
April 10, 2018	50	Transfer of Equity Shares from Venkatasesha Sita Rama Venugopal Kalavagunta	Cash	10.00	152.00	Negligible	Negligible	[●]
May 24, 2018	9,950	Transfer of Equity Shares from Venkatasesha	Cash	10.00	152.00	0.01	0.01	[●]

Date of Allotment/ Transfer/ when made fully paid up	Number of Equity Shares	Nature of acquisition / allotment / transfer	Nature of Consideration	Face Value Per Equity Share (₹)	Issue/ Acquisition / Sale Price per Equity Share (₹)	Percentage of pre-Issue Equity Share capital	Percentage of pre-Issue Equity Share capital on a fully diluted basis	Percentage of post Issue Equity Share capital*
		Sita Rama Venugopal Kalavagunta						
November 27, 2021	13,559	Rights Issue	Cash	10.00	2,950.00	0.02	0.02	[●]
May 08, 2025	(338)	Transfer of Equity Shares by way of gift to Sushma Shukla	NA	10.00	NA	Negligible	Negligible	[●]
May 08, 2025	(338)	Transfer of Equity Shares by way of gift to Darpan Shukla	NA	10.00	NA	Negligible	Negligible	[●]
May 08, 2025	(338)	Transfer of Equity Shares by way of gift to Anshuman Shukla	NA	10.00	NA	Negligible	Negligible	[●]
May 08, 2025	(676)	Transfer of Equity Shares by way of gift to Sidhinarayan Ramashankar Shukla	NA	10.00	NA	Negligible	Negligible	[●]
May 08, 2025	(338)	Transfer of Equity Shares by way of gift to Gaurav R Shukla	NA	10.00	NA	Negligible	Negligible	[●]
May 08, 2025	(338)	Transfer of Equity Shares by way of gift to Kanchan Shukla	NA	10.00	NA	Negligible	Negligible	[●]
September 28, 2025	170	Preferential Issue	Other than cash[#]	10.00	866,693[#]	Negligible	Negligible	[●]
June 06, 2026	60,350,475	Bonus Issue as on record date i.e. June 04, 2026 in the ratio of 2825 Equity Shares for every one Equity Share held	NA	10.00	NA	87.55	84.03	[●]
Total (A)	**60,371,838**					**87.58**	**84.06**	**[●]**

* *Subject to finalisation of Basis of Allotment.*

\# *Our Company entered into a share swap agreement dated April 16, 2025 with our Promoter, Sidhinarayan Ramashankar Shukla, Gaurav R Shukla and our Material Subsidiary pursuant to which 332 Equity Shares of our Company of face value of ₹10 each were allotted to our Promoter, Sidhinarayan Ramashankar Shukla and Gaurav R Shukla as consideration for acquiring 10,000 equity shares of face value ₹10 each, constituting 100% of its issued, subscribed and paid-up share capital of our Material Subsidiary at a swap ratio of 30:1 (i.e., one Equity Share of the Company for every 30 equity shares of our Subsidiary, as determined on the basis of a valuation report issued by an independent valuer. For further details, see "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years" on page 286.*

As on the date of this Draft Red Herring Prospectus, our Promoter does not hold any Preference shares.

ii. Details of Lock–in of Equity Share capital:

a. Promoter's Contribution locked in for eighteen months

Pursuant to Regulation 14 and 16(1)(a) of the SEBI ICDR Regulations, an aggregate of at least 20% of the post-Issue Equity Share Capital of our Company held by our Promoter shall be considered as Promoter's Contribution ("**Minimum Promoter's Contribution**") and shall be locked-in for a period of 18 months from the date of Allotment. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchanges before listing of the Equity Shares.

All Equity Shares held by our Promoter are eligible for Promoter's Contribution, pursuant to Regulation 15 of the SEBI ICDR Regulations.

Our Promoter has consented to the inclusion of such number of the Equity Shares held by him, in aggregate, as may constitute 20% of the post-Issue equity share capital of our Company as Promoter's Contribution and has agreed not to sell, charge or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution, for a period of 18 months from the date of allotment in the Issue.

The below Equity Shares proposed to form part of Promoter's Contribution subject to lock-in shall not be disposed of/ sold/ transferred by our Promoter during the period starting from the date of filing this Draft Red Herring Prospectus with the Stock Exchanges 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.

Accordingly, Equity Shares aggregating to [●] of the post-Issue capital of our Company, held by our Promoter shall be locked in for a period of 18 months from the date of Allotment in the Issue as follows:

Name of Promoter	No. of Equity Shares held	No. of Equity Shares Locked-in*	Date of allotment of Equity Shares/ Transfer of Equity Shares and when made fully paid-up /transfer	Nature of transaction	Face value per Equity Share (₹)	Allotment / Acquisition Price Per Share (₹)	Date up to which the Equity Shares subject to lock-in	Percentage of Pre-Issue Equity Share capital	Percentage of Post-Issue Equity Share capital**
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage

* *All the Equity Shares were fully paid up on the respective dates of allotment or acquisition as the case may be, of such Equity Shares*

** *Subject to finalization of Basis of Allotment*

The Promoter's Contribution has been brought into the extent of not less than the specified minimum lot and from the person defined as 'promoter' under the SEBI ICDR Regulations.

The Equity Shares that are being locked are eligible for computation of Promoter's Contribution under Regulation 15 of the SEBI ICDR Regulations. In this respect, we confirm the following:

i) that the Minimum Promoter's Contribution does not consist of Equity Shares acquired during the preceding three years, which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction

ii) that the Minimum Promoter's Contribution does not consist of Equity Shares acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are ineligible for minimum Promoter's contribution

iii) that the Minimum Promoter's Contribution does not consist of Equity Shares acquired during the one (1) year immediately preceding the date of this Draft Red Herring Prospectus at a price which may be lower than the price at which the Equity Shares are being offered to the public in the Issue

iv) Our Company has not been formed by conversion of one or more partnership firms or a limited liability partnership;

v) that the Equity Shares held by our Promoter which are offered for Minimum Promoter's Contribution are not subject to any pledge or any other form of encumbrance whatsoever; and all the Equity Shares of our Company held by our Promoter are dematerialized

vi) The Equity Shares offered for Promoter's Contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoters for inclusion of its subscription in the Promoter's Contribution subject to lock-in.

b. Details of Equity Shares Locked-in for six months

In addition to the Minimum Promoter's Contribution which is locked-in for 18 months, the remaining post-Issue shareholding held by our Promoter in our Company shall be locked-in for six months in accordance with Regulation 16(1)(b). Further, in terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Issue Equity Share capital of our Company shall be locked-in for a period of six months from the date of Allotment or such other period as may be prescribed under the SEBI ICDR Regulations. In terms of Regulation 17(1)(c) of the SEBI ICDR Regulations, Equity Shares held by a venture capital fund ("**VCF**") or alternative investment fund of category I or category II ("**AIF**") or a foreign venture capital investor ("**FVCI**") shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares were locked-in for a period of at least six months from the date of purchase by such VCF, AIF or FVCI shareholders, respectively.

c. Lock-in of Equity Shares Allotted to Anchor Investors

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.

d. Other requirements in respect of lock-in

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoter 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 for the purpose of financing one or more of the objects of the Issue, which is not applicable in the context of this Issue.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked- in terms of Regulation 16 of the SEBI ICDR Regulations, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in, in the hands of such transferee, for the remaining period and compliance with provisions of the SEBI Takeover Regulations, as applicable. Further, Equity Shares of face value of ₹ 10 each held by persons other than our Promoter prior to the Issue and locked-in for a period of six months, may be transferred to any other person holding Equity Shares of face value of ₹ 10 each which are locked in along with the Equity Shares of face value of ₹ 10 each proposed to be transferred, subject to the continuation of the lock in with the transferee and compliance with the provisions of the SEBI Takeover Regulations.

Our Promoter has agreed not to transfer, create any pledge or any other type of encumbrance on the Promoter's contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock- in specified above, or for such other time as required under the SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

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.

e. We further confirm that our Minimum Promoter's Contribution of 20.00% of the post-Issue Equity Share capital does not include any contribution from Alternative Investment Fund, Foreign Venture Capital Investors, Scheduled Commercial Banks, Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.

11. As on the date of this Draft Red Herring Prospectus, our Company has 12 holders of Equity Shares and nine holders of Series A CCPS.

12. Details of Equity Shares held by our Promoter and members of the Promoter Group of our Company

Except as stated below, our Promoter and the members of our Promoter Group do not hold any Equity Shares in our Company as on date of this Draft Red Herring Prospectus:

Particulars	Pre-Issue				Post-Issue^	
	Number of Equity Shares	Percentage of Equity Share capital (%)	No. of Equity Shares of face value ₹ 10 each on fully diluted basis*	Percentage of pre-Issue Equity Share capital on a fully diluted basis* (%)	Number of Equity Shares	Percentage of Equity Share capital (%)
Promoter						
Hriday Narayan R Shukla	60,371,838	87.58	60,371,838	84.06	[●]	[●]
Promoter Group						
Sushma Shukla	955,188	1.39	955,188	1.33	[●]	[●]
Sidhinarayan Ramashankar Shukla	2,139,282	3.10	2,139,282	2.98	[●]	[●]
Darpan Shukla	955,188	1.39	955,188	1.33	[●]	[●]
Anshuman Shukla	955,188	1.39	955,188	1.33	[●]	[●]
Gaurav R Shukla	1,184,094	1.72	1,184,094	1.65	[●]	[●]
Total	**66,560,778**	**96.57**	**66,560,778**	**92.68**	**[●]**	**[●]**

^ *Subject to finalization of Basis of Allotment*
* *Assuming full conversion of outstanding Preference Shares.*

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

Except as stated below, our Directors, Key Managerial Personnel and Senior Management do not hold any Equity Shares in our Company as on date of this Draft Red Herring Prospectus.

Particulars	Pre-Issue				Post-Issue^	
	Number of Equity Shares	Percentage of Equity Share capital (%)	No. of Equity Shares of face value ₹ 10 each on fully diluted basis*	Percentage of pre-Issue Equity Share capital on a fully diluted basis* (%)	Number of Equity Shares	Percentage of Equity Share capital (%)
Directors						
Hriday Narayan R Shukla	60,371,838	87.58	60,371,838	84.06	[●]	[●]
Venkatasesha Sita Rama Venugopal Kalavagunta	282,600	0.41	282,600	0.39	[●]	[●]
Key Managerial Personnel						
Saurabh Dharamsibhai Patel[#]	175,212	0.25	175,212	0.24	[●]	[●]
Senior Management						
Sudhakar Garikipati	124,344	0.18	124,344	0.17	[●]	[●]

^ *Subject to finalization of Basis of Allotment*
* *Assuming full conversion of outstanding Preference Shares.*
\# *Held on behalf of Dama Ventures, jointly by its partners, Saurabh Dharamsibhai Patel and Santdasi Bhupendra Pancholi.*

14. Details of price at which Specified Securities were acquired by each of the Promoter, members of our Promoter Group and Shareholders entitled with the right to nominate directors or other special rights in the last three years:

A. Equity Shares

Except as stated below, there have been no Equity Shares that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoter, members of our Promoter Group and Shareholders entitled with the right to nominate directors or other special rights. The details of the price at which these acquisitions were undertaken are stated below:

Name of the acquirer	Date of acquisition of Equity Shares	Nature of transaction	Number of Equity Shares acquired	Acquisition price per Equity Shares (in ₹)
Promoter				
Hriday Narayan R Shukla	June 06, 2026	Bonus Issue as on record date i.e. June 04, 2026 in the ratio of 2825 Equity Shares for every one Equity Share held	60,350,475	NA
	September 28, 2025	Preferential Issue	170	866,693*
Promoter Group				
Sushma Shukla	June 06, 2026	Bonus Issue as on record date i.e. June 04, 2026 in the ratio of 2825 Equity Shares for every one Equity Share held	954,850	NA
	May 08, 2025	Transfer of Equity Shares by way of gift from Hriday Narayan R Shukla	338	NA
Sidhinarayan Ramashankar Shukla	June 06, 2026	Bonus Issue as on record date i.e. June 04, 2026 in the ratio of 2825 Equity Shares for every one Equity Share held	2,138,525	NA
	September 28, 2025	Preferential Issue	81	866,693*
	May 08, 2025	Transfer of Equity Shares by way of gift from Hriday Narayan R Shukla	676	NA
Darpan Shukla	June 06, 2026	Bonus Issue as on record date i.e. June 04, 2026 in the ratio of 2825 Equity Shares for every one Equity Share held	954,850	NA
	May 08, 2025	Transfer of Equity Shares by way of gift from Hriday Narayan R Shukla	338	NA
Anshuman Shukla	June 06, 2026	Bonus Issue as on record date i.e. June 04, 2026 in the ratio of 2825 Equity Shares for every one Equity Share held	954,850	NA
	May 08, 2025	Transfer of Equity Shares by way of gift from Hriday Narayan R Shukla	338	NA
Gaurav R Shukla	June 06, 2026	Bonus Issue as on record date i.e. June 04, 2026 in the ratio of 2825 Equity Shares for every one Equity Share held	1,183,675	NA
	September 28, 2025	Preferential Issue	81	866,693*
	May 08, 2025	Transfer of Equity Shares by way of gift from Hriday Narayan R Shukla	338	NA
Shareholders entitled with the right to nominate directors or other special rights				
Motilal Oswal Finvest Limited	June 25, 2026	Preferential Issue	500,000	600
Frangipani Capital Advisors LLP	June 25, 2026	Preferential Issue	333,333	600

As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.

* *The acquisition price per equity share disclosed above is pre-bonus issuance.*

B. Preference Shares

Except as stated below, there have been no Preference Shares that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoter, members of our Promoter Group and Shareholders entitled with the right to nominate directors or other special rights. The details of the price at which these acquisitions were undertaken are stated below:

Name of the acquirer	Date of acquisition of Series A CCPS	Nature of transaction	Number of Series A CCPS acquired	Acquisition price per Series A CCPS (in ₹)
Shareholders entitled with the right to nominate directors or other special rights				
India SME Investments Fund II	February 24, 2026	Preferential Issue	1,004	746,697

As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.

15. Weighted Average cost of acquisition of Equity Shares of Promoter

The weighted average cost of acquisition of the Equity Shares of the Promoter held as on the date of this DRHP, and the weighted average cost of acquisition at which the Equity Shares were acquired by the Promoter within one year prior and three years prior the date of this Draft Red Herring Prospectus are as follows:

Name	Number of Equity Shares of face value of ₹10 each held (in ₹)^	Weighted average cost of acquisition ("WACA") of Equity Shares of face value of ₹10 each held as on the date of this DRHP (in ₹)	WACA of Equity Shares of face value of ₹10 each acquired in the last one year (in ₹)	WACA of Equity Shares of face value of ₹10 each acquired in the last three years (in ₹)
Hriday Narayan R Shukla	60,371,838	3.13	2.44	2.44

As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.

16. Weighted average cost of acquisition of all Specified Securities transacted in the last one year, 18 months and three years by the Promoter, members of our Promoter Group and shareholders with the right to nominate directors or other rights preceding the date of this Draft Red Herring Prospectus

The weighted average cost of acquisition of the Equity Shares transacted by our Promoter, members of our Promoter Group and shareholders with the right to nominate directors or other rights in the last three years, 18 months and one year from the date of this Draft Red Herring Prospectus is as follows:

Period	Weighted Average Cost of Acquisition of Equity Shares (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition^	Range of acquisition price: Lowest Price –Highest Price (in ₹)^
Last one year preceding the date of this Draft Red Herring Prospectus	11.69	[●]	Nil - 866,693*
Last 18 months preceding the date of this Draft Red Herring Prospectus	11.69	[●]	Nil - 866,693*
Last three years preceding the date of this Draft Red Herring Prospectus	11.69	[●]	Nil - 866,693*

As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.

^ *To be included upon the finalization of the Price Band*

* *The acquisitions done at ₹ 866,693 per share were undertaken prior to bonus issuance of Equity Shares*

The weighted average cost of acquisition of the Series A CCPS transacted by our Promoter, members of our Promoter Group and shareholders with the right to nominate directors or other rights in the last three years, 18 months and one year from the date of this Draft Red Herring Prospectus is as follows:

Period	Weighted Average Cost of Acquisition of Series A CCPS (in ₹)*	Cap Price is 'X' times the Weighted Average Cost of Acquisition^	Range of acquisition price: Lowest Price –Highest Price (in ₹)*^
Last one year preceding the date of this Draft Red Herring Prospectus	264.32	[●]	746,697 – 746,697
Last 18 months preceding the date of this Draft Red Herring Prospectus	264.32	[●]	746,697 – 746,697
Last three years preceding the date of this Draft Red Herring Prospectus	264.32	[●]	746,697 – 746,697

As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.

* *The actual transaction price was ₹ 746,697 per Series A CCPS, however, the weighted average cost of acquisition has been calculated on an as if converted basis.*

^ *To be included upon the finalization of the Price Band*

17. **Pre-Issue shareholding as at the date of this Draft Red Herring Prospectus and post-Issue shareholding as at Allotment of our Promoter, members of the Promoter Group and the additional top 10 Shareholders**

Except as stated below, none of our Promoter and members of our Promoter Group hold any Specified Securities in our Company.

The pre-Issue shareholding as at the date of this Draft Red Herring Prospectus and post-Issue shareholding as at Allotment, of our Promoter, members of our Promoter Group and the additional top 10 Shareholders (excluding our Promoter and members of our Promoter Group) is set out below:

Name	Pre-Issue Shareholding as at the date of this Draft Red Herring Prospectus		Post-Issue shareholding as at Allotment(1)			
	Number of Equity Shares of face value of ₹10 each on fully diluted basis*	Percentage of pre-Issue Equity Share capital on fully diluted basis (%)	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
			Number of Equity Shares of face value of ₹10 each(2)	Percentage of post-Issue Equity Share capital (%)(2)	Number of Equity Shares of face value of ₹10 each(2)	Percentage of post-Issue Equity Share capital (%)(2)
Promoter						
Hriday Narayan R Shukla	60,371,838	84.06	[●]	[●]	[●]	[●]
Total (A)	**60,371,838**	84.06	**[●]**	**[●]**	**[●]**	**[●]**
Promoter Group						
Sidhinarayan Ramashankar Shukla	2,139,282	2.98	[●]	[●]	[●]	[●]
Gaurav R Shukla	1,184,094	1.65	[●]	[●]	[●]	[●]
Sushma Shukla	955,188	1.33	[●]	[●]	[●]	[●]
Darpan Shukla	955,188	1.33	[●]	[●]	[●]	[●]
Anshuman Shukla	955,188	1.33	[●]	[●]	[●]	[●]
Total (B)	**6,188,940**	**8.62**	**[●]**	**[●]**	**[●]**	**[●]**
Top 10 shareholders other than the above						
India SME Investments Fund II	2,836,226	3.95	[●]	[●]	[●]	[●]
Kanchan Shukla	955,188	1.33	[●]	[●]	[●]	[●]
Motilal Oswal Finvest Limited	500,000	0.70	[●]	[●]	[●]	[●]
Frangipani Capital Advisors LLP	333,333	0.46	[●]	[●]	[●]	[●]
Venkatasesha Sita Rama Venugopal Kalavagunta	282,600	0.39	[●]	[●]	[●]	[●]
Dama Ventures#	175,212	0.24	[●]	[●]	[●]	[●]
Sudhakar Garikipati	124,344	0.17	[●]	[●]	[●]	[●]

Name	Pre-Issue Shareholding as at the date of this Draft Red Herring Prospectus		Post-Issue shareholding as at Allotment[(1)]			
	Number of Equity Shares of face value of ₹10 each on fully diluted basis*	Percentage of pre-Issue Equity Share capital on fully diluted basis (%)	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
			Number of Equity Shares of face value of ₹10 each[(2)]	Percentage of post-Issue Equity Share capital (%)[(2)]	Number of Equity Shares of face value of ₹10 each[(2)]	Percentage of post-Issue Equity Share capital (%)[(2)]
Adit Harshad Dawda	28,250	0.04	[●]	[●]	[●]	[●]
Sambhav Ranka	5,650	0.01	[●]	[●]	[●]	[●]
Abhishek Pai	5,650	0.01	[●]	[●]	[●]	[●]
Total (C)	**5,246,453**	**7.30**	**[●]**	**[●]**	**[●]**	**[●]**
Other Public Shareholders						
-	14,125	0.02	[●]	[●]	[●]	[●]
Total (D)	**14,125**	**0.02**	**[●]**	**[●]**	**[●]**	**[●]**
Total (A+B+C+D)	**71,821,356**	**100.00**	[●]	[●]	[●]	[●]

* *Assuming full conversion of outstanding Preference Shares.*

\# *Held jointly by Saurabh Dharamsihbhai Patel and Santdasi Bhupendra Pancholi, in their capacity as partners of Dama Ventures*

(1) To be filled in at Prospectus stage, upon finalisation of Price Band.

(2) Assuming full subscription in the Issue. The post-Issue shareholding details as at Allotment will be based on the actual subscription and the Issue Price and updated in the Prospectus, subject to finalization of the Basis of Allotment. Further, assuming that there is no transfer of shares by the Shareholders between the date of the Price Band advertisement and Allotment, and if any such transfers occur prior to the date of Prospectus, it will be updated in the shareholding pattern in the Prospectus.

18. None of the Equity Shares held by our Promoter and the members of our Promoter Group are pledged or otherwise encumbered.

19. All the Equity Shares held by our Shareholders are in dematerialised form as on the date of this Draft Red Herring Prospectus.

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

21. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangement for purchase of the Equity Shares being offered through the Issue.

22. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

23. Up to [●] Equity Shares aggregating up to ₹ [●] million (which shall not exceed 5% of the post-Issue equity share capital of our Company) shall be reserved for allocation to Eligible Employees under the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price (net of Employee Discount, if any) as applicable for the Employee Reservation Portion). Only Eligible Employees would be eligible to apply in the Issue under the Employee Reservation Portion. Bids by Eligible Employees can also be made in the Net Issue and such Bids shall not be treated as multiple Bids. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 0.20 million (net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 0.20 million (net of Employee Discount, if any) up to ₹ 0.50 million (net of Employee Discount, if any).

24. As on the date of filing of this Draft Red Herring Prospectus, the BRLMs or their respective associates (as defined in the SEBI Merchant Bankers Regulations) do not hold any Equity Shares in our Company. The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Promoter, members of the Promoter Group and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter, members of the Promoter Group and their respective officers, group companies, affiliates or associates or third parties, for which they 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.

25. 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 the BRLMs or AIFs sponsored by the 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 BRLMs) nor any person related to our Promoter or promoter group shall apply in the Issue under the Anchor Investor Portion.

26. As on the date of this Draft Red Herring Prospectus, none of the BRLMs is an associate (as defined in the SEBI Merchant Bankers Regulations) of our Company.

27. Except as disclosed above in "*Secondary Transactions involving the Promoter and Promoter Group*" on page 102, none of members of the Promoter Group or our Directors and their relatives have sold or purchased any Equity Shares or other Specified Securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

28. Except as disclosed in "*Capital Structure – Notes on the Capital Structure*" on page 99, our Company has not made any preferential issue or rights issue of any kind or class of securities since its incorporation.

29. Except for the Equity Shares, allotted pursuant to (i) the Issue; (ii) the Pre-IPO Placement, if any and (iii) the conversion of outstanding Series A CCPS, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Issue.

30. 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.

31. Except for the outstanding Series A CCPS which will be converted into Equity Shares prior to filing the Red Herring Prospectus, our Company does not have any outstanding convertible securities or any other right, including any outstanding employee stock options or schemes, which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

32. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

33. Our Promoter and members of the Promoter Group shall not participate in the Issue.

34. This Issue is being made through Book Building method.

35. The BRLMs, our Company, members of the Syndicate, our Directors, our Promoter, our Promoter Group and/ or any person connected with the Issue shall not offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant, for making an Application.

36. All transactions in Equity Shares by our Promoter and members of the Promoter Group, if any, between the date of filing of this Draft Red Herring Prospectus and the Issue Closing Date will be reported to the Stock Exchanges within 24 hours of such transactions being completed.

37. None of the Shareholders of our Company are directly or indirectly related to the BRLMs or their associates.

OBJECTS OF THE ISSUE

The Issue comprises of a Fresh Issue of up to [●] Equity Shares of face value of ₹10 each, aggregating up to ₹5,500.00 million by our Company. For details, see section titled "*The Issue*" on page 80.

Net Proceeds

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

(₹ in million)

Particulars	Estimated Amount
Gross Proceeds of the Issue[(1)(3)]	Up to 5,500.00
(Less) Issue related expenses [(2)]	[●]
Net Proceeds [(1)(2)(3)]	**[●]**

(1) Our Company, in consultation with the BRLMs, may consider a Pre-IPO placement aggregating up to ₹ 1,100.00 million, as may be permitted under applicable law, at our discretion, prior to filing of the Red Herring Prospectus with the RoC. 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 Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Issue in compliance with applicable law. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety). 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 the Prospectus.

(2) To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. For details on Issue related expenses, see "– Issue Related Expenses" on page 136.

(3) Subject to full subscription of the Fresh Issue.

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

1. Funding capital expenditure towards setting up a greenfield Extra High Voltage ("**EHV**") transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat ("**Proposed Facility**");

2. Part funding of the incremental working capital requirements of our Company; and

3. General corporate purposes.

*(collectively referred to as the "**Objects**").*

In addition to the above Objects, our Company expects to achieve the benefits of listing of its Equity Shares on the Stock Exchanges including enhancement of our Company's visibility and brand image, and creation of a public market for our Equity Shares in India.

The main objects and the objects incidental and ancillary to the main objects set out in our Memorandum of Association enable us (i) to undertake our existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds.

Requirement of Funds and 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
Funding capital expenditure towards setting up the Proposed Facility	2,317.76
Part funding of the incremental working capital requirements of our Company	1,659.52
General corporate purposes [(1)]	[●]
Net Proceeds [(1)(2)]	**[●]**

(1) To be finalized upon determination of the Issue 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 Pre-IPO placement aggregating up to ₹ 1,100.00 million, as may be permitted under applicable law, at our discretion, prior to filing of the Red Herring Prospectus with the RoC. 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 Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Issue in compliance with applicable law. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment, that there is no guarantee that our Company may proceed

with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety). 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 the 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 follows:

(₹ in million)

Particulars	Total estimated cost	Amount deployed as at June 30, 2026[(2)]	Estimated balance amount to be funded from		Estimated schedule of deployment of the Net Proceeds	
			Internal accruals	Net Proceeds [(3)]	Fiscal 2027	Fiscal 2028
Funding capital expenditure towards setting up the Proposed Facility	3,057.80[(1)]	451.21	288.83	2,317.76	1,258.00	1,059.76
Part funding of the incremental working capital requirements of our Company	1,659.52	-	-	1,659.52	730.17	929.35
General corporate purposes [(4)]	[●]	-	-	[●]	[●]	[●]
Total [(3)(4)]	[●]	**451.21**	**288.83**	[●]	[●]	[●]

(1) Total estimated cost based on the Project Report (as defined below)

(2) As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.

(3) Our Company, in consultation with the BRLMs, may consider a Pre-IPO placement aggregating up to ₹ 1,100.00 million, as may be permitted under applicable law, at our discretion, prior to filing of the Red Herring Prospectus with the RoC. 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 Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Issue in compliance with applicable law. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety). 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 the Prospectus.

(4) To be finalized upon determination of the Issue 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.

The above fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on various factors such as our current business plan, management estimates, prevailing market conditions and other commercial and technical factors including exchange rate fluctuations and other charges, estimated costs basis valid quotations obtained from various third-party vendors and the detailed project report dated June 29, 2026, issued by RBSA Advisors LLP ("**Project Report**") for Funding the capital expenditure towards setting up a greenfield EHV transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat. However, such fund requirements and deployment of funds described herein have not been appraised by any bank or financial institution or any other independent agency. For further details, see "*Risk Factors – The objects of the Issue for which funds have been raised and proposed deployment of the Net Proceeds of [●] million of the Issue have not been appraised by a bank or a financial institution. The deployment of funds is entirely at the discretion of our management and as per the details mentioned in the section titled "Objects of the Issue". Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected*." on page 58.

We may have to revise our funding requirements and deployment on account of a variety of factors such as financial and market conditions, macro-economic factors, change in government policy, changes in business and strategy, competition, and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. Any such change in our plans may entail rescheduling or revising our proposed schedule of deployment and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable law. For further details, see "*Risk Factors – We propose to utilise the Net Proceeds towards funding capital expenditure, part funding of our incremental working capital requirements and general corporate purposes. Any variation in the utilisation of our Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval which may adversely impact our result of operations."* on page 69.

In the event the estimated utilization out of the Net Proceeds is not completely met during the respective periods stated above due to factors such as (i) economic and business conditions, (ii) delay in procuring necessary licenses and approvals,

(iii) the timing of completion of the Issue, (iv) market conditions outside the control of our Company; and (v) any other business and commercial considerations, the remaining unutilized portion of the Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

In case of any surplus after utilization of the Net Proceeds towards the aforementioned capital expenditure requirements, we may use such surplus towards general corporate purposes, provided that the total amount to be utilized towards general corporate purposes does not exceed 25% of the Gross Proceeds in accordance with applicable laws. Further, in case of any variations in the actual utilization of funds earmarked towards funding of our proposed Objects as set forth above, then any increased fund requirements for a particular Object may be financed by surplus funds available in respect of the other Objects for which funds are being raised in this Issue, subject to utilization towards general corporate purposes not exceeding 25% of the Gross Proceeds.

Means of finance

The fund requirements for the Proposed Facility are proposed to be met from the Net Proceeds and our internal accruals. Accordingly, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable internal accruals, as required under Regulation 7(1)(e) of the SEBI ICDR Regulations. Subject to applicable laws, in case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the objects, our Company may explore a range of options including utilizing our internal accruals and/or seeking additional debt from existing and/or other lenders.

Details of the Objects

1. Funding capital expenditure towards setting up a greenfield Extra High Voltage ("EHV") transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat ("Proposed Facility")

The total annual domestic power transformer market is estimated to reach Rs. 380 - 390 billion in fiscal 2031 from Rs. 179 billion in fiscal 2026, growing at a CAGR of 16.2-16.8% during the period *(Source: CRISIL Report).* This growth is driven by investments in renewable energy, transmission infrastructure, industrialisation, urbanisation, and distributed generation programs *(Source: CRISIL Report).*

India is entering a structural shift for power transformers driven simultaneously by rapid electricity demand growth, massive renewable integration, transmission expansion under ISTS and state plans, data centre growth, railway and metro electrification, manufacturing expansion, mining and metals growth, green hydrogen and industrial decarbonisation, urbanisation and distribution strengthening *(Source: CRISIL Report)*. The key point is that all these sectors require transformer-intensive infrastructure, especially generator step-up transformers, ICT/autotransformers, inverter duty transformers, traction transformers, furnace/rectifier/special transformers, distribution and substation transformers. *(Source: CRISIL Report)*

The EHV segment is projected to grow at a CAGR of approximately 17-18% between Fiscal 2026 and Fiscal 2031. EHV transformers are high-value products deployed in critical transmission infrastructure and require advanced engineering capabilities, specialised manufacturing and testing infrastructure, stringent qualification requirements and long execution cycles. Consequently, the segment is characterised by high entry barriers and a limited pool of qualified manufacturers. Further, the manufacturing capacities of established players in the EHV segment are largely committed until Fiscal 2029 and Fiscal 2030, reflecting strong demand visibility and limited availability of qualified supply. The resulting demand-supply imbalance underscores the supply-constrained nature of the segment and highlights the need for incremental manufacturing capacity to support the ongoing expansion and modernisation of India's transmission network. *(Source: CRISIL Report)*

Total annual transformer market in renewables sectors is estimated to reach ₹92 - 97 billion in fiscal 2031 from ₹61 billion in fiscal 2026, growing at a CAGR of 8.5-9.5% during the period. This growth is fueled by inverter-duty transformers deployed at the project level particularly in solar, where the large capacity pipeline translates into a high volume of LV-to-MV step-up transformers while wind adds steady demand through WTG step-up transformers. *(Source: CRISIL Report)*

Overall, as renewable and storage deployments rise and evacuation networks deepen, the transformer opportunity is expected to expand steadily favoring suppliers with strong design capability, proven performance in inverter-duty applications, and adequate testing infrastructure for both MV and EHV classes. *(Source: CRISIL Report)*

Going forward, transformer demand is expected to strengthen further as India steps up generation capacity expansion, scales up transmission build-out (including higher voltage corridors), and accelerates electrification-led infrastructure such as railways/metro rail *(Source: CRISIL Report)*. With these drivers expanding concurrently,

overall transformer requirements are likely to rise over the medium term, especially in HV/EHV transformers, given their central role in evacuating power from new generation hubs and strengthening the inter- and intra-state transmission network *(Source: CRISIL Report)*.

Our current transformer manufacturing operations are carried out at our Transformer Manufacturing Facility located at Waghodiya, Vadodara, Gujarat, which is spread across a land area of 18,684.63 sq. mts. with an aggregate transformer manufacturing capacity of 8,500 MVA as of March 31, 2026. Our existing capacity has subsequently increased to 13,500 MVA as of May 15, 2026 on account of the additional shed area becoming available pursuant to the relocation of Anshuman's operations to the CRGO Processing Facility. The facility is equipped to manufacture oil-filled transformers up to 160 MVA / 220 kV class, dry-type transformers up to 20 MVA / 36 kV class and compact sub-stations up to 3MVA / 36 kV class.

Our transition towards higher MVA and higher kV class transformers is evidenced by a measurable shift in our operating metrics, which are set forth below:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total transformers sold	618	640	658
Total MVA sold	4,659.59	2,853.40	2,487.07
Average MVA per transformer (all types)	7.54	4.46	3.78
Average MVA per transformer (oil-filled)	17.45	10.22	6.15

This trend is also reflected in our order book, where, as of March 31, 2026, the average MVA per transformer stood at 17.18 MVA overall and 23.75 MVA for oil-filled transformers, compared with the corresponding realised averages of 7.54 MVA and 17.45 MVA in Fiscal 2026, respectively, indicating a continued shift in demand towards higher-capacity products.

Our capacity utilisation at our Transformer Manufacturing Facility increased from 28.53% in Fiscal 2024 to 35.38% in Fiscal 2025 and 57.88% in Fiscal 2026. While our existing manufacturing facility continues to have available aggregate installed capacity, as we transition towards manufacturing higher capacity and higher voltage-class transformers, our existing manufacturing facility is subject to certain physical and operational limitations, as such capacity is not fully interchangeable across product categories. In particular for EHV transformers, which require specialised bays, cranage, testing infrastructure and dedicated material handling systems. In line with our long-term growth strategy and in order to capitalize on evolving industry requirements, we believe that expansion of our manufacturing capabilities is necessary. Incremental expansion within our existing facility would be operationally constrained, sub-optimal from a layout and cost perspective, and insufficient to address our long-term growth requirements, particularly in respect of EHV transformers.

The Proposed Facility is intended to establish an additional manufacturing capacity of 78,000 MVA per annum and enable us to manufacture EHV transformers up to 500 MVA / 765 kV class, as well as meet the technical qualification requirements of customers for participation in projects requiring such transformers. The greenfield nature of the Proposed Facility will enable the development of an integrated, purpose-built manufacturing ecosystem, incorporating an optimized plant layout, heavy-duty cranage, advanced testing infrastructure, dedicated bays for high-capacity transformers and efficient material handling systems, thereby improving throughput, reducing lead times and enhancing overall operational efficiency. For further details, see "*Our Business – Our Strategies – Capitalizing on favorable industry tailwinds through a proposed greenfield facility to expand into extra high voltage ("EHV") power transformer segment*" on page 261.

Accordingly, the Proposed Facility is expected to enhance both our manufacturing capacity and product capabilities, enabling us to scale our operations in line with increasing demand for higher MVA and higher-voltage transformers, and strengthen our ability to undertake larger and more specification-driven projects across key end-use sectors.

Total estimated cost

The total estimated cost for setting up the Proposed Facility is ₹3,057.80 million based on management estimates in accordance with our business plan, and as certified in the Project Report. As on June 30, 2026, an amount of ₹451.21 million has already been deployed towards the acquisition of land, including applicable taxes, registration fees and stamp duty. Out of the balance cost of ₹2,606.59 million, ₹2,317.76 million is proposed to be utilized from the Net Proceeds and ₹288.83 million through internal accruals. Our Board of Directors, pursuant to its resolution dated June 30, 2026, have approved the proposed capital expenditure requirements and the cost to be incurred towards the capital expenditure.

(₹ in million)

Particulars	Amount
Total estimated cost for the Proposed Facility (**A**)	3,057.80
Less: Amount deployed as at June 30, 2026 (**B**)	451.21
Less: Amount to be deployed from internal accruals (**C**)	288.83*
Amount proposed to be funded from Net Proceeds (D=A-B-C)	**2,317.76**

* *Includes amount towards applicable taxes on which our Company intends to claim GST input credit and transformers proposed to be utilised as captive consumption for the Proposed Facility.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds have been prepared based on management estimates and have been verified by the Project Report dated June 29, 2026, issued by RBSA Advisors LLP.

The detailed break-down of the total estimated cost for setting up the Proposed Facility is set forth below:

(₹ in million)

Particulars	Total estimated cost [(1)]	Amount deployed as at June 30, 2026[(2)]	Amount proposed to be funded from Net Proceeds
Land*	451.21	451.21	-
Civil & Site Development work [(3)]	409.53	-	409.53
Pre-Engineered Building Works [(3)]	384.23	-	384.23
Electrification Works [(3)]	39.27	-	39.27
HVAC Works [(4)]	90.16		76.41
Transformers [(5)]	66.60	-	-
Plant and machinery [(4)]	1,506.42	-	1,297.95
Contingency [(6)]	110.37	-	110.37
Total	**3,057.80**	**451.21**	**2,317.76**

* *Inclusive of applicable taxes, registration fees and stamp duty*

[(1)] *Total estimated cost based on the Project Report.*

[(2)] *This amount deployed towards establishing Proposed Facility as on June 30, 2026 was financed partly from internal accruals and partly from the proceeds received from the issuance of Series A CCPS by our Company to India SME Investments Fund II. In accordance with clause 9(F)(1) under Part A of Schedule VI of the SEBI ICDR Regulations, our Company has obtained the requisite Statutory Auditor's certificate dated June 30, 2026 from M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W. For further details, see "– Means of finance" on page 119.*

[(3)] *Total estimated cost which is to be funded from the IPO proceeds is inclusive of applicable taxes.*

[(4)] *Total estimated cost which is to be funded from the IPO proceeds is exclusive of applicable taxes.*

[(5)] *To be funded from internal accruals.*

[(6)] *Contingency of ₹110.37 million has been considered at 5.00% of ₹2,207.39 million, comprising of civil & site development work, pre-engineered building works, electrification works, HVAC works and plant and machinery.*

Land

Our Company has pursuant to the registered sale deed dated April 9, 2026 acquired parcels of non-agricultural land admeasuring 85,493.67 sq. mts. comprising Survey Nos. 26/1, 29/1, 29/2, 30 (Paiki 1), 30 (Paiki 2), 31, 32, 34 and 80 (Paiki 1), situated at Village Nurpura, Taluka Halol, District Panchmahal, Gujarat, India. The construction area of the Proposed Facility is 21,855.00 sq. mts and the balance area is intended to be utilised for material movement, storage of finished products, parking, internal roads, green belt area and future expansion.

The land for the Proposed Facility has been acquired by for an aggregate consideration of ₹451.21 million, including applicable taxes, stamp duty and registration charges and was financed partly through internal accruals and partly from the proceeds received by our Company pursuant to the issuance of Series A CCPS to India SME Investments Fund II. The land is owned by our Company and is registered in its name and is free from encumbrance.

Civil & Site Development Work

The total estimated cost for civil & site development work for setting up the Proposed Facility is ₹347.06 million, excluding applicable taxes and ₹409.53 million, including applicable taxes, which we propose to utilise from the Net Proceeds. The civil and site development includes, *inter alia,* set-up of factory building, canteen building, machine foundation, scrap yard, compound wall, paved roads, drains, parking shed, etc. The cost has been

determined based on quotations obtained from Parikh Construction Company for the entire amount and as certified in the Project Report, the details are set out below:

(₹ in million, unless stated otherwise)

Sr. No.	Description	Specifications	Built up area / quantity	Total Estimated Cost*	Name of Vendor	Date of Quotation	Validity
1.	Factory Building	Civil Works -Including the Structural Steel Works and the Plumbing and Sanatory Works for entire manufacturing Shed	21,483.10 sq. mts.	210.64	Parikh Construction Company	May 7, 2026	6 months
2.	Canteen Building	RCC Structure	336.00 sq. mts.	10.01	Parikh Construction Company	May 7, 2026	6 months
3.	Machine Foundation	RCC Sub-Structures	-	52.66	Parikh Construction Company	May 7, 2026	6 months
4.	Oil Tank Farm	RCC Sub-Structures	-	2.81	Parikh Construction Company	May 7, 2026	6 months
5.	Pump Room	RCC Structure	-	1.94	Parikh Construction Company	May 7, 2026	6 months
6.	Scrap Yard	Steel Structure	413.97 sq. mts.	5.69	Parikh Construction Company	May 7, 2026	6 months
7.	Security Building	RCC Structure	60.00 sq. mts.	1.67	Parikh Construction Company	May 7, 2026	6 months
8.	UG Tank	RCC Structure	300.00 Cum	2.59	Parikh Construction Company	May 7, 2026	6 months
9.	Fire Water Tank Foundation	RCC Substructure	-	0.33	Parikh Construction Company	May 7, 2026	6 months
10.	Weigh Bridge	RCC Substructure	-	1.12	Parikh Construction Company	May 7, 2026	6 months
11.	Parking	Steel Structure	700.00 sq. mts.	2.54	Parikh Construction Company	May 7, 2026	6 months
12.	RCC Road & Drain / Storm Water / Paved Area	RCC Structures	-	34.27	Parikh Construction Company	May 7, 2026	6 months
13.	Sewage Treatment Plant	RCC Structures	-	2.70	Parikh Construction Company	May 7, 2026	6 months
14.	Water Supply Network	U-PVC Piping, Manholes, Precast frames etc.	-	0.64	Parikh Construction Company	May 7, 2026	6 months
15.	Sewage Disposal Network	U-PVC Piping, Manholes, Precast frames etc.	-	2.36	Parikh Construction Company	May 7, 2026	6 months
16.	Street Light & Fire Support	Foundation Works	-	2.78	Parikh Construction Company	May 7, 2026	6 months
17.	Decorative Compound Wall	RCC Framed wall	-	2.75	Parikh Construction Company	May 7, 2026	6 months
18.	Non-Decorative Compound Wall	RCC Framed wall	-	9.58	Parikh Construction Company	May 7, 2026	6 months
Total Amount				**347.06**			
Applicable taxes (18%)				**62.47**			
Grand Total with applicable taxes				**409.53**			

Pre-Engineered Building Works

The total estimated cost for pre-engineered building works for the Proposed Facility is ₹325.62 million, excluding applicable taxes and ₹384.23 million, including applicable taxes which we propose to utilise from the Net Proceeds. The pre-engineered building works includes the primary steel structure and shed under which the proposed facility is expected to be housed. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report, the details of which are set out below:

S. No.	Description	Unit	Quantity	Supply Rate (₹)	Supply Cost (₹ in million)	Installation rate (₹)	Installation cost (₹ in million)	Total Estimated Cost*	Name of Vendor	Date of Quotation	Validity
1.	Primary Structural Steel & Anchor Bolts	MT	1,345	107,000	143.92	14,000	18.83	162.75	Konart Steel Buildings	May 8, 2026	7 months
2.	Secondary Structural Steel	MT	320	118,000	37.76	14,000	4.48	42.24	Konart Steel Buildings	May 8, 2026	7 months
3.	Hot Rolled Steel	MT	375	107,000	40.13	14,000	5.25	45.38	Konart Steel Buildings	May 8, 2026	7 months
4.	0.6 mm Roof Sheeting	SQM	1,600	850	1.36	250	0.40	1.76	Konart Steel Buildings	May 8, 2026	7 months
5.	0.5 mm Wall Cladding	SQM	24,700	680	16.80	250	6.18	22.97	Konart Steel Buildings	May 8, 2026	7 months
6.	0.5 mm Wall/ Roof Liners	SQM	21,700	680	14.76	300	6.51	21.27	Konart Steel Buildings	May 8, 2026	7 months
7.	50 mm Glass Wool Insulation	SQM	30,800	440	13.55	80	2.46	16.02	Konart Steel Buildings	May 8, 2026	7 months
8.	Deksstrip	RMT	700	6,000	4.20	500	0.35	4.55	Konart Steel Buildings	May 8, 2026	7 months
9.	Life Line	RMT	1,250	2,100	2.63	-	-	2.63	Konart Steel Buildings	May 8, 2026	7 months
10.	GI Gutter	RMT	820	5,200	4.26	500	0.41	4.67	Konart Steel Buildings	May 8, 2026	7 months
11.	Galvalume Downspout	RMT	1,620	360	0.58	500	0.81	1.39	Konart Steel Buildings	May 8, 2026	7 months
Total Amount								**325.62**			
Applicable taxes (18%)								**58.61**			
Grand Total with applicable taxes								**384.23**			

Electrification Works

The total estimated cost for the electrification works for the Proposed Facility is ₹33.28 million, excluding applicable taxes and ₹39.27 million, including applicable taxes, which we propose to utilise from the Net Proceeds. The Electrification Work includes power panels, lighting panels, DG sets, MCB switches etc. The cost has been determined based on quotations obtained from Amar Enterprise for the entire amount and as certified in the Project Report, the details of which are set out below:

Sr. No.	Name of the Machinery	Technical Specifications	Required quantity	Unit	Quote No.	Total Estimated Cost*	Name of Vendor	Date of Quotation	Validity
1.	Electrification Works	Power Panels, Lightning Fixtures, Transformers, DG Set, MCB Switches,	1	Set	AE/280526/212	39.27	Amar Engineers	May 28, 2026	6 months

Sr. No.	Name of the Machinery	Technical Specifications	Required quantity	Unit	Quote No.	Total Estimated Cost*	Name of Vendor	Date of Quotation	Validity
		Street Light Poles etc							

* *Inclusive of applicable taxes*

HVAC Works

The total estimated cost for the HVAC works for the Proposed Facility is ₹90.16 million, including applicable taxes, ₹ 76.41 million, excluding applicable taxes, which we propose to utilise from the Net Proceeds. The HVAC Work includes air cooled, chiller with VFD, Pumps, piping, air washer, insulation etc. The cost has been determined based on quotations obtained from Avdhoot Corporation for the entire amount and as certified in the Project Report, the details of which are set out below:

Sr. No.	Description	Specifications	Required quantity	Unit	Quote No.	Total Estimated Cost *	Name of Vendor	Date of Quotation	Validity
1.	HVAC Work	Air Cooled Chiller with VFD, Pumps, Piping, Air Washer, AHU Ducting, Aluminium Foil Insulation, Exhaust Fans etc.	1	Set	AC/TMC/01	76.41	Avdhoot Corporation Private Limited	May 28, 2026	6 months

* *Exclusive of applicable taxes*

Plant and Machinery

The estimated expenditure towards plant and machinery at the Proposed Facility is 1,506.42 million, including applicable taxes and ₹1,297.95 million, excluding applicable taxes, which we propose to utilise from the Net Proceeds. Set out in the table below are the quotations received for the new plant and machinery to be deployed at the Proposed Facility:

₹ in million)

S. No.	Name of Machinery	Technical Specification	Supplier Name	Required Quantity	Quote No.	Quote Date	Unit Price (₹ in million)	Total Cost (₹ in million) (1) (2)	Quotation Validity
1	Winding Main Machine	Vertical Winding Machine with 15 Ton Capacity, Model: CWV15/P, Winding Speed: 0–15 rpm	Vikrant Special Machines Private Limited	12	VM9/CW/Q1026/SL	May 25, 2026	7.28	87.30	6 months
2	Winding Main Machine	Vertical Winding Machine with 20 Ton Capacity, Model: CWV20/P, Winding Speed: 0–15 rpm	Vikrant Special Machines Private Limited	6	VM9/CW/Q1026/SL	May 25, 2026	8.45	50.70	6 months
3	Winding Main Machine	Horizontal Winding Machine with 10 Ton Capacity, Model: CW10NG, Winding Speed: 3–12 rpm	Vikrant Special Machines Private Limited	4	VM9/CW/Q1021/SL	May 24, 2026	1.70	6.80	6 months
4	Winding Machine Tools & Accessories	Winding Mandrels	Kalyani Engineering Works	24	KEW/621/2627	June 01, 2026	1.30	31.20	6 months
5	Winding Machine Tools & Accessories	S Bender for PICC with Hydraulic PP & Pantograph	Paston Machine Tools	20	065/PMT/2026-27	May 28, 2026	0.34	6.80	6 months
6	Winding Machine Tools & Accessories	S Bender for CTC	Paston Machine Tools	3	065/PMT/2026-27	May 28, 2026	0.98	2.94	6 months
7	Winding Machine Tools & Accessories	90 Degree Bender with Hydraulic PP for PICC & CTC	Paston Machine Tools	2	065/PMT/2026-27	May 28, 2026	1.18	2.36	6 months
8	Winding Machine Tools & Accessories	Winding Lifting Cross 5 Ton	Kalyani Engineering Works	2	KEW/621/2627	June 01, 2026	0.88	1.76	6 months
9	Winding Machine Tools & Accessories	Winding Lifting Cross 10 Ton	Kalyani Engineering Works	2	KEW/621/2627	June 01, 2026	1.32	2.64	6 months
10	Winding Machine Tools & Accessories	Winding Lifting Cross 30 Ton	Kalyani Engineering Works	1	KEW/621/2627	June 01, 2026	4.75	4.75	6 months
11	Winding Machine Tools & Accessories	EFD Induction Brazing Machine for Interleaved Windings	Kalyani Engineering Works	2	KEW/621/2627	June 01, 2026	2.00	4.00	6 months
12	Winding Machine Tools & Accessories	Winding Upending Device	Paston Machine Tools	1	065/PMT/2026-27	May 28, 2026	0.98	0.98	6 months
13	Winding Machine Tools & Accessories	Winding Bobin Stands for PICC / CTC	Paston Machine Tools	27	065/PMT/2026-27	May 28, 2026	0.15	4.05	6 months
14	Winding Machine Tools & Accessories	Vacuum Oven for Winding Drying (8 × 4 × 5 m) (Autoclave)	Limra Vacuum	3	LIMRA/VDP/CO/108	May 23, 2026	22.50	67.50	6 months
15	Winding Machine Tools & Accessories	Phase Assembly Platform	Kalyani Engineering Works	6	KEW/621/2627	June 01, 2026	2.35	14.10	6 months
16	Winding Machine Tools & Accessories	Isostatic Pressing Device up to 200 Ton	Paston Machine Tools	15	065/PMT/2026-27	May 28, 2026	0.34	5.10	6 months
17	Winding Machine Tools & Accessories	Hydraulic PP for Isostatic Device	Kalyani Engineering Works	3	KEW/621/2627	June 01, 2026	1.70	5.10	6 months
18	Winding Machine Tools & Accessories	Godrej Electric Fork Lift Truck 5 Ton, Model: GX500E Bravo 4W	Disha Engineers	1	00946418/Rev: 1	June 05, 2026	4.24	4.24	6 months
19	Winding Machine Tools & Accessories	Motorised Trolley 20 Ton & 30 Ton for Cross Movement	Paston Machine Tools	3	065/PMT/2026-27	May 28, 2026	3.10	9.30	6 months

S. No.	Name of Machinery	Technical Specification	Supplier Name	Required Quantity	Quote No.	Quote Date	Unit Price (₹ in million)	Total Cost (₹ in million) [1] [2]	Quotation Validity
20	Winding Machine Tools & Accessories	EOT Crane 40/50 Ton & Accessories	Kalyani Engineering Works	1	KEW/621/2627	June 01, 2026	18.00	18.00	6 months
21	Winding Machine Tools & Accessories	EOT Crane 20/5 Ton & Accessories	Kalyani Engineering Works	4	KEW/621/2627	June 01, 2026	5.30	21.20	6 months
22	Winding Machine Tools & Accessories	EOT Crane 5 Ton (VDP Area) & Accessories	Kalyani Engineering Works	2	KEW/621/2627	June 01, 2026	3.00	6.00	6 months
23	Core Assembly Hydraulic Table	Hydraulic Core Table (100–150 Ton Capacity)	Paston Machine Tools	1	065/PMT/2026-27	May 28, 2026	9.50	9.50	6 months
24	Core Assembly Hydraulic Table	Hydraulic Core Table 200 Ton Capacity	Paston Machine Tools	1	065/PMT/2026-27	May 28, 2026	14.00	14.00	6 months
25	General Machine Tools & Accessories	Megger 10 KV Insulation Tester, Model: S1-1068/2	Shyam Instruments & Calibration Services	2	SICS/S/048/2026-27	June 06, 2026	0.64	1.29	6 months
26	General Machine Tools & Accessories	Signode/Fromm PET Band Strapping Tool (19 mm & 32 mm)	Mahendra Electricals	1	26-5674v2	June 08, 2026	0.05	0.05	6 months
27	Crane	EOT Crane 300/50 Ton	Pioneer Cranes & Elevators (P) Ltd.	1	PCE/26/27/05160	May 20, 2026	38.44	38.44	6 months
28	Crane	EOT Crane 75/15 Ton	Pioneer Cranes & Elevators (P) Ltd.	1	PCE/26/27/05160	May 20, 2026	13.69	13.69	6 months
29	Crane	EOT Crane 50/10 Ton, long travel rail with clamp, four pin shrouded Cu DSL system, erection & commissioning, and transportation	Sahjanand and Infratech Private Limited	1	SI/Q/S-28/2026-27	May 24, 2026	10.13	10.13	7 months
30	Crane	EOT Crane 25/7.5 Ton	Pioneer Cranes & Elevators (P) Ltd.	1	PCE/26/27/05160	May 20, 2026	6.38	6.38	6 months
31	Lifting Cross	Winding Lifting Cross 10 Ton	Jignasha Fabricators	2	-	June 05, 2026	0.35	0.71	6 months
32	Lifting Cross	Winding Lifting Cross 20 Ton	Jignasha Fabricators	1	-	June 05, 2026	0.42	0.42	6 months
33	Lifting Cross	Winding Lifting Cross 30 Ton	Jignasha Fabricators	1	-	June 05, 2026	0.52	0.52	6 months
34	Elevated Working Platform	Assembly Platform 6 M	Jignasha Fabricators	2	-	June 05, 2026	0.07	0.13	6 months
35	Elevated Working Platform	Assembly Platform 8 M	Jignasha Fabricators	2	-	June 05, 2026	0.09	0.17	6 months
36	Elevated Working Platform	Assembly Platform 10 M	Jignasha Fabricators	2	-	June 05, 2026	0.10	0.21	6 months
37	Pallet Stand	Model: EL-SCL-3246, 32 Ft. Scissor Lift	Maco Corporation (India) Private Limited	4	KO-SQ/26-00262	April 20, 2026	1.10	4.40	6 months
38	General Machine Tools & Accessories	750 KVA Diesel Genset	3S Sales Corporation	1	3S/750/2026-27/62	June 15, 2026	5.77	5.77	6 months
39	Scissor Lift	Movable Scissor Lift 8 M (ITECO/Jungheinrich)	Future Industries Pvt. Ltd.	2	Q20894	May 27, 2026	0.43	0.86	6 months
40	Movable Aerial Work Platform	Articulating Boom Lift, Model: FIPL-ABL-16/18, Maximum Working Height: 16 m, Maximum Platform Height: 14 m	Future Industries Pvt. Ltd.	2	Q20894	May 27, 2026	9.80	19.60	6 months

S. No.	Name of Machinery	Technical Specification	Supplier Name	Required Quantity	Quote No.	Quote Date	Unit Price (₹ in million)	Total Cost (₹ in million) (1) (2)	Quotation Validity
41	Vapor Phase Drying (VPD) Oven	Kerosene Storage Tank (10,000 Litres), Waste Oil Storage Tank (5,000 Litres), Dirty Water Storage Tank (5,000 Litres), Pumping System, Vacuum Autoclave (10 × 5 × 5.5 meter), Loading: 250 Ton, 317 m3 volume, water chilling plant along with erection & commissioning	Vacuum Plant & Instruments Mfg. Co. Ltd.	3	102/0626/JP/174	June 01, 2026	72.35	217.05	6 months
42	Measurement Equipment	Model: RMO50TW, Make: Ibeko Power AB (Sweeden)	Madhav Engineers Private Limited	2	MEPL/TMC/T&M/2026-27/Q-035	June 05, 2026	1.19	2.37	6 months
43	Measurement Equipment	Model: FAR-500, Make: Ibeko Power AB (Sweeden)	Madhav Engineers Private Limited	1	MEPL/TMC/T&M/2026-27/Q-035	June 05, 2026	1.88	1.88	6 months
44	General Machine Tools & Accessories	Trolley for MPCC Cables, Clits & Leads	Paston Machine Tools	3	065/PMT/2026-27	May 28, 2026	0.07	0.20	6 months
45	General Machine Tools & Accessories	Hardware Trolley	Paston Machine Tools	2	065/PMT/2026-27	May 28, 2026	0.07	0.14	6 months
46	General Machine Tools & Accessories	Bushing Trolley	Paston Machine Tools	2	065/PMT/2026-27	May 28, 2026	0.07	0.14	6 months
47	Measurement Equipment	100 KV Motorized Oil BDV Tester with Analog Meter, oil cup, go-no-go gauge, cable etc.	Keval Enterprise	1	KE/Q/06-26/2164	June 06, 2026	0.06	0.06	6 months
48	Jack	100 Ton Jacks for Jacking Test of Transformer	Paston Machine Tools	4	065/PMT/2026-27	May 28, 2026	0.24	0.96	6 months
49	Crane Accessories	Rope Dia: 40 mm, 6×36, Length: 6 mtrs., SWL – 21 Ton	Utkal Engineers	4	UE/QU/01474/26-27	June 08, 2026	0.01	0.06	6 months
50	Crane Accessories	Rope Dia: 60 mm, 6×36, Length: 6 mtrs., SWL – 44 Ton	Utkal Engineers	4	UE/QU/01474/26-27	June 08, 2026	0.05	0.19	6 months
51	Crane Accessories	Polyester Slings 60 Ton, 6 mtr. long, 370 mm width	Utkal Engineers	4	UE/QU/01474/26-27	June 08, 2026	0.04	0.17	6 months
52	Oil Silo	Oil Handling System (50 KL) with Scada Reader / Controller	Sumesh Petroleum Pvt. Ltd.	1	SPPL/TMC Transformers (India) Limited/OHS/2026-27/1	June 01, 2026	27.23	27.23	6 months
53	Oil Filtration Machine	Double Stage High Vacuum Type Transformer Oil Filtration Machine of 10,000 LPH with PLC and HMI, Model: SP/DHV/S	Sumesh Petroleum Pvt. Ltd.	1	SPPL/TMC Transformers (India) Limited/10000LPH / OFM/2026-27/1	June 04, 2026	3.25	3.25	6 months
54	Oil Filtration Machine	Double Stage High Vacuum Type Transformer Oil Filtration Machine of 10,000 LPH, Model: SP/DHV/R	Sumesh Petroleum Pvt. Ltd.	2	SPPL/TMC Transformers (India) Limited/10000LPH / OFM/2026-27/1	June 04, 2026	2.75	5.50	6 months
55	Vacuum System	MT-TR-2000 High Capacity Vacuum System, Volume: 31 m3	Mechvac Technologies	3	MV-2026-392 (Revision-1)	March 31, 2026	2.10	6.30	6 months
56	Lifting Accessories	4 Ply Polyester Webbing Sling, 20 Ton, 6 Mtrs. Long, 250 mm width	Utkal Engineers	4	UE/QU/01474/26-27	June 08, 2026	0.01	0.02	6 months

S. No.	Name of Machinery	Technical Specification	Supplier Name	Required Quantity	Quote No.	Quote Date	Unit Price (₹ in million)	Total Cost (₹ in million) (1) (2)	Quotation Validity
57	Lifting Accessories	4 Ply Polyester Webbing Sling, 30 Ton, 6 Mtrs. Long, 250 mm width	Utkal Engineers	4	UE/QU/01474/26-27	June 08, 2026	0.01	0.05	6 months
58	Measurement Equipment	Transformer Turn Ratio Meter, Model: TR Mark III (250 V), Make: Raytech AG, Switzerland	Nextgen Equipments Pvt. Ltd.	2	NGEPL-2026-27-523	June 09, 2026	1.65	3.30	6 months
59	Capacitor	103.92 KV 132.6 MVAr Capacitor Bank for Transformer Testing	Energe Capacitors Pvt. Ltd.	3	EC_Q_2605027/R1/RNS	May 25, 2026	47.90	143.70	6 months
60	Transformer	RE' AC High Voltage Test Set 500 KV, 2A at 1000 KVA including control panel, regulating transformer, H.V. transformer and reactor	Rectifiers & Electronics Pvt. Ltd.	3	RE/TMC/SP-87/B/26-27	May 29, 2026	13.70	41.10	6 months
61	Motor Generator (MG) Set	MG Set for IOV Test (1 MVA, 200 Hz), 1000 KVA 200 Hz DVDF Set	D. Z. Enterprise	3	DE/QU/26-27/00115	June 01, 2026	4.69	14.07	6 months
62	Crane	EOT Crane 10 Ton	Sahjanand and Infratech Private Limited	3	SI/Q/S-28/2026-27	May 24, 2026	3.54	10.62	7 months
63	Impulse Generator	CDYH-2400kV/360 KJ Impulse Generator with Voltage Divider, installation, commissioning, packing and transportation	Beijing Hua Tian Mechanical-Electrical Institute Co. Ltd.	3	20260525	May 25, 2026	46.59(3)	139.76	6 months
64	Measurement Equipment	Acculoss Loss Measurement System, Model: TLMS 2100	Measurements International LLP	3	MILLP/Q/4643 Rev-01	May 20, 2026	48.67	146.00	6 months
65	General Machine Tools & Accessories	Automatic Capacitance and Tan Delta Test Kit, Model: CAPTAN12, Make: Wisegrid Energy (Canada)	Madhav Engineers Private Limited	2	MEPL/TMC/CAPTAN12/2026-27/Q-036	June 05, 2026	2.98	5.95	6 months
66	Measurement Equipment	Partial Discharge Measurement System, Make: Omicron, Model: MPD 800, Package: 6 channel 4 units	Infinity Measurement Solutions Pvt. Ltd.	3	IMSPL/2026-27/028	May 05, 2026	12.93	38.78	6 months
67	Measurement Equipment	Portable Dissolved Gas Analyser, Model: Transport X2	Chromatography and Instruments Company Private Limited	1	CICPLTD-GE/PDGA-2026/TMC-001	June 09, 2026	4.06	4.06	6 months
68	Measurement Equipment	Current Transformer Tester, Model: CT T1, Make: Raytech, Switzerland	Nextgen Equipments Pvt. Ltd.	1	NGEPL-2026-27-518	June 01, 2026	1.89	1.89	6 months
69	Measurement Equipment	100 KV HV Tester with accessories	Keval Enterprise	2	KE/Q/06-26/2164	June 06, 2026	0.04	0.08	6 months
Total Cost proposed to be funded from Net Proceeds								**1,297.95**	

(1) Total estimated cost based on the Project Report.

(2) Exclusive of GST and other applicable taxes.

(3) The impulse generator cost is in USD 492,070. For quotations received from the foreign vendor, an exchange rate of INR 94.68 = USD 1, applicable as on, June 15, 2026 as per the RBI reference rate archive.

Transformers

Additionally, we propose to deploy certain transformers at the Proposed Facility for internal operational requirements. These transformers are intended for captive use and will be manufactured in-house. The estimated expenditure towards the said transformers are ₹56.44 million excluding applicable taxes and ₹66.60 million, including applicable taxes which will be funded from internal accruals. Set forth below are the details of the transformers proposed to be deployed at the Proposed Facility:

S. No.	Name of Machinery	Technical Specification	Required Quantity	Unit	Unit Cost (₹ in million)	Total Cost (₹ in million)*
1	Transformer	Feeder Transformer, 10 MVA, 11 kV / 10–100 kV, 50/60 Hz	4	Set	7.46	29.83
2	Transformer	Auto Transformer 7.5 MVA with Coarse/Fine OLTC	3	Set	8.87	26.61
Total Amount						**56.44**
Applicable taxes (18%)						**10.16**
Grand Total with applicable taxes						**66.60**

Note: Total estimated cost based on the Project Report.

Schedule of Implementation

Particulars	Estimated Commencement Date	Targeted Completion Date
Land	Completed	
Building and site development works	December, 2026	December, 2027
Procurement and receipt of plant and machinery	December, 2026	January, 2028
Installation & commissioning of plant and machinery with trial run	June, 2027	June, 2028
Commercial operation date	July, 2028	

Note: Based on the Project Report

Government Approvals

The approvals required at various stages have been set out in the table below. Such approvals are granted on commencement or completion of various activities, as applicable. The necessary approvals for setting up of the Proposed Facility shall be procured as and when they are required in accordance with applicable law.

Details of the material approvals and clearances required to be obtained for the Proposed Facility are set out below:

Particulars	Authority	Status
Approvals before construction		
Consent to Establish	Gujarat Pollution Control Board	Received
Non-Agriculture Permission letter	Panchmahal District Collector office	Received
Layout Plan Approval / Building Plan / Development Permission	Town Planning Office, Nagar Nigam, Halol	Applied
Temporary electricity connection	Madhya Gujarat Vij Company Limited	To be Applied
Approvals during construction		
Power Connection and Sanction	Madhya Gujarat Vij Company Limited (MGVCL)	To be applied
Water Connection and NOC	Halol Nagarpalika (Municipality)	To be applied
Post construction and before commencement of commercial activity		
Consent to Operate	Gujarat Pollution Control Board	To be applied
Factory License	Directorate of Industrial Safety and Health, Government of Gujarat	To be applied
Electricity Main Line	Madhya Gujarat Vij Company Limited (MGVCL)	To be applied
DG Set License	Madhya Gujarat Vij Company Limited (MGVCL)	To be applied
ESIC Registration	Employee State Insurance Corporation	To be applied
Approval of Electrical Installation certificate	Madhya Gujarat Vij Company Limited (MGVCL)	To be applied
Building Use Permission	Town Planning Office, Nagar Nigam, Halol	To be applied

Note: Based on the Project Report

We will file necessary applications for the Proposed Facility with the relevant authorities for obtaining such approvals as applicable, at an appropriate time. In the event of any unforeseen delay in obtaining such approvals, the proposed timeline for implementation and deployment of the Net Proceeds may be extended or modified accordingly. For details regarding the risks associated with delays in meeting the anticipated implementation schedule for the Proposed Facility, please refer to the section titled "*Risk Factors - We are required to obtain various statutory and regulatory permits and approvals to operate our business which requires us to comply with certain terms and conditions to continue our operations. Failure to obtain, maintain or comply with the requisite approvals, licenses and permits, including those for our Proposed Facility, may adversely affect our business, reputation, financial condition, results of operations and cash flows*." on page 49.

Contingency

Contingency cost consists of any incremental cost that could be incurred when placing the final order for plant and machinery to various suppliers, increase in the cost of the equipment due to price inflation, fluctuation in currency exchange rate, change in logistics and any other such unavoidable expense. The total estimated contingency cost is ₹110.37 million has been considered at 5.00% of ₹2,207.39 million, comprising of civil & site development work, pre-engineered building works, electrification works, HVAC works and plant and machinery.

Electricity and Water Requirements

The Company will source power from Madhya Gujarat Vij Company Limited under standard supply arrangements.

Further, as our manufacturing processes are not water-intensive. Water is mainly used for domestic activity and such requirements will be met through Halol Nagarpalika (municipality).

Certain other confirmations

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we are yet to place orders for the plant and machinery. We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machinery, equipment or provide the related services at the same costs. Any additional amounts payable at the time of delivery, including GST, any additional implementation and maintenance charges (to the extent applicable) or other levies by the relevant government, or any amount payable due to variation in the cost of the equipment due to change in price of the equipment will be met by contingencies or any means available to us, including from internal accruals and other borrowings. For further details see, "*Risk Factors – We have not yet placed orders in relation to the capital expenditure for the purchase of equipment and machinery for our proposed manufacturing facility amounting to ₹1,297.95 million proposed to be utilised from Net Proceeds. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment in a timely manner, or at all, it may result in time and cost overruns and our business, prospects and results of operations may be adversely affected.*" on page 38.

The quantity of machinery/ equipment to be purchased is based on the present estimates of our management and could be subject to change in the future. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, modification in GST rates, import duty, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management. For further details see "*Risk Factors - We intend to set up a greenfield Extra High Voltage ("EHV") transformer manufacturing facility at a total project cost of ₹ 3,057.80 million. We propose to utilise ₹ 2,317.76 million from the Net Proceeds towards capital expenditure. The completion and commencement of operations of our Proposed Facility is dependent on the performance of external agencies, and are subject to implementation delays, cost overruns, and are contingent upon obtaining the requisite approvals in a timely manner. Any changes in regulatory requirements could cause significant delays, increase costs, or even halt the project. If we are unable to effectively manage these risks or are unable to execute, commission and operationalise the Proposed Facility in a timely and cost-efficient manner, or if the facility does not perform in line with our expectations after commissioning, our business operations, financial condition, and future growth prospects may be materially and adversely affected.*" on page 34.

Our Promoter, Directors, Key Managerial Personnel and Senior Management do not have any interest in the entity from whom we have obtained quotations in relation to such proposed purchase.

No second-hand or used machinery is proposed to be purchased out of Net Proceeds.

2. Part funding of the incremental working capital requirements of our Company

We have continuous working capital requirement and fund our working capital requirements in the ordinary course of business from our internal accruals and financing from various banks, financial institutions by way of working capital facilities including working capital loans. We propose to utilize ₹1,659.52 million from the Net Proceeds to fund the incremental working capital requirements of our Company for Fiscal 2027 and Fiscal 2028. Our Board of Directors, pursuant to a resolution dated June 30, 2026, has approved the business plan and financial projections and the estimated working capital requirements and funding pattern for the respective Financial Years.

Over the last three Fiscals, our business has scaled significantly, as reflected in the increase in our revenue from sale of products on standalone basis from ₹2,591.80 million in Fiscal 2024 to ₹2,696.48 million in Fiscal 2025 and ₹4,148. 49 million in Fiscal 2026, representing a CAGR of 26.52% over Fiscal 2024 to Fiscal 2026. During the same period, total MVA sold increased from 2,487.07 MVA in Fiscal 2024 to 2,853.40 MVA in Fiscal 2025 and 4,659.59 MVA in Fiscal 2026, while average MVA per transformer increased from 3.78 MVA in Fiscal 2024 to 4.46 MVA in Fiscal 2025 and 7.54 MVA in Fiscal 2026, indicating a progressive shift in our product mix towards higher-capacity and more specification-driven transformers. The increase in average MVA per transformer in Fiscal 2026 and Fiscal 2025 was supported by the introduction of the 100 MVA class transformer category, of which we sold 17 units in Fiscal 2026 and 4 units in Fiscal 2025 as compared to nil units in Fiscal 2024. As our scale of operations and order execution requirement have increased, our working capital requirements have correspondingly expanded to support higher production volumes, higher raw material stocking requirements, customer-specific manufacturing requirements and growing order book which comprises higher-capacity, specification-driven transformers that involve longer execution timelines and increased working capital deployment. As of March 31, 2026, we had an unexecuted order book of ₹6,734.18 million, representing an

aggregate unexecuted capacity of 9,172.71 MVA. This includes 40 unexecuted 100 MVA transformers and 2 unexecuted 160 MVA transformers further reflecting a shift toward higher-capacity and higher-value transformers.

The Transformer industry requires relatively higher working capital primarily because of the extended production cycle of transformers compared to other industrial products. *(Source: CRISIL Report)* Our business involves upfront investment in inventories during the manufacturing cycle, particularly in respect of higher MVA and higher-voltage class transformers, which involve longer production cycles and higher absolute raw material value per unit. As we increasingly focus on manufacturing higher MVA and higher-voltage class transformers, the manufacturing cycle and turnaround time for such products are longer due to their engineering complexity, extended production schedules, and more rigorous testing and quality assurance requirements. Consequently, we are required to maintain higher levels of inventory and stockpile key raw materials over longer periods to ensure uninterrupted production execution and timely delivery obligations. Such raw materials and components include CRGO electrical steel, CTC and PICC copper conductors, bushings, transformer tanks and enclosures, frames and other specification-driven inputs required for the manufacture, testing and delivery of transformers. Certain of these materials are subject to procurement lead times, including import-related timelines in certain cases, necessitating advance procurement and maintenance of higher inventory levels to ensure operational continuity and timely execution of orders. Given that raw materials constitute a significant portion of transformer manufacturing costs, timely availability and inventory management are critical to our operations.

Our working capital requirements also comprise funds required to furnish performance bank guarantees to our customers. These guarantees are issued by banks against collateral security provided by the Company, generally in the form of fixed deposits, resulting in a corresponding deployment of working capital

In addition, customer payment terms in certain cases are structured as letter of credit (LCs) prior to dispatch. While such arrangements provide bank-backed payment commitments, the realization of cash flows remains linked to dispatch and presentation timelines, and monetisation through discounting may involve additional finance costs. Accordingly, funds remain deployed in inventory, work-in-progress and receivables during the production and dispatch cycle and during customer credit period, thereby increasing our working capital requirements. With the proposed transition towards manufacturing of higher capacity and higher voltage class transformers, our working capital requirements are expected to increase. This is primarily due to the higher value of raw materials and components, longer production cycles, and increased inventory and receivables associated with larger and more specification-driven transformer projects.

Accordingly, in order to support the scale-up of operations and anticipated growth in order execution, our Company requires additional working capital for funding its incremental working capital requirements in Fiscal 2027 and Fiscal 2028. Such funding is expected to support timely procurement of key raw materials, efficient execution of our order book, operational continuity and growth in the scale of our business, while also providing flexibility in managing our working capital cycle.

Basis of estimation of incremental working capital requirements

Existing working capital

The details of our Company's working capital as at Fiscal 2026, Fiscal 2025 and Fiscal 2024 and the source of funding, derived from the audited standalone financial statements as certified by our Statutory Auditor, M P P S & Co, Chartered Accountants, pursuant to their certificate dated June 30, 2026, are provided in the table below:

(₹ in million)

S. No.	Particulars	As at the Fiscal ended March 31, 2026	As at the Fiscal ended March 31, 2025	As at the Fiscal ended March 31, 2024
I.	***Current Assets***			
1	**Financial Assets**			
	Trade Receivables	1,199.01	825.22	542.49
2	**Other Current Assets**	73.72	9.66	7.76
3	**Inventories**	899.76	180.24	32.56
	Total Current Assets (A)	**2,172.49**	**1,015.12**	**582.81**
II.	***Current Liabilities***			
1	**Financial Liabilities**			
	Trade Payables (MSME and Others)	608.45	381.49	293.13
2	**Other Current Liabilities***	302.93	238.10	209.54
	Total Current Liabilities (B)	**911.38**	**619.58**	**502.67**
III.	**Working Capital Requirement (C = A-B)**	**1,261.11**	**395.54**	**80.14**
IV. Funding Pattern				
	Short Term Borrowings	372.97	180.42	80.14

S. No.	Particulars	As at the Fiscal ended March 31, 2026	As at the Fiscal ended March 31, 2025	As at the Fiscal ended March 31, 2024
	Internal Accruals & Equity	888.14	215.12	-
	Total Means of Finance	**1,261.11**	**395.54**	**80.14**

* *Includes Other Current Liabilities, Short Term Lease Liabilities, Other Current Financial Liabilities and Short Term provisions*

Note: As certified by M P P S & Co, Chartered Accountants, with firm registration number 0140400W, pursuant to their certificate dated June 30, 2026.

Estimated working capital requirements

The Company proposes to utilize ₹1,659.52 million of the Net Proceeds to fund the incremental working capital requirements for business operations in Fiscal 2027 and Fiscal 2028. Out of this amount, ₹730.17 million of the Net Proceeds in Fiscal 2027 and ₹929.35 million of the Net Proceeds in Fiscal 2028 will be utilised to fund the incremental working capital requirement for business operations of the Company. Any additional working capital requirement of our Company will be met through internal accruals and/or cash credit and/or working capital borrowings. On the basis of the existing working capital requirements, management estimates and projected working capital requirements, our Board has, pursuant to its resolution dated June 30, 2026, approved the estimated working capital requirements for the Fiscals 2027 and 2028 as set out below:

(₹ in million)

S. No.	Particulars	Estimated amount as on March 31, 2028	Estimated amount as on March 31, 2027
I.	***Current Assets***		
1	**Financial Assets**		
	Trade Receivables	2,701.72	1,982.87
2	**Other Current Assets**	158.21	118.48
3	**Inventories**	2,323.70	1,684.82
	Total Current Assets (A)	**5,183.63**	**3,786.17**
II.	***Current Liabilities***		
1	**Financial Liabilities**		
	Trade Payables	1,219.73	914.87
2	**Other Current Liabilities***	650.10	486.84
	Total Current Liabilities (B)	**1,869.83**	**1,401.71**
III	**Working Capital Requirement (C = A-B)**	**3,313.80**	**2,384.45**
IV.	***Funding Pattern***		
	Net Proceeds from the Fresh Issue	1,659.52	730.17
	Short Term Borrowings	450.00	450.00
	Internal Accruals	1,204.28	1,204.28
	Total	**3,313.80**	**2,384.45**

* *Includes Other Current Liabilities, Short Term Lease Liabilities, Other Current Financial Liabilities and Short Term provisions*

Note: As certified by M P P S & Co, Chartered Accountants, with firm registration number 0140400W, pursuant to their certificate dated June 30, 2026.

Key assumptions for our estimated working capital requirements – holding levels and justifications for holding period

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for Fiscal 2026, Fiscal 2025 and Fiscal 2024, on the basis of standalone financial statements, as well as estimated for Fiscal 2027 and Fiscal 2028:

S. No.	Particulars	March 31, 2028 (Estimated)	March 31, 2027 (Estimated)	March 31, 2026 (Actuals)	March 31, 2025 (Actuals)	March 31, 2024 (Actuals)
1.	***Current Assets***					
	Trade Receivables (Days of Revenue from Operations)	110	108	105	111	76
	Other Current Assets (Days of Revenue from Operations)	6	6	6	1	1
	Inventories (Days of Cost of Goods Sold)	150	145	124	35	5
2.	***Current Liabilities***					
	Trade Payables (Days of Cost of Goods Sold)	79	79	84	73	48

S. No.	Particulars	March 31, 2028 (Estimated)	March 31, 2027 (Estimated)	March 31, 2026 (Actuals)	March 31, 2025 (Actuals)	March 31, 2024 (Actuals)
	Other Current Liabilities (Days of Revenue from Operations)	27	27	27	32	29

* *Cost of goods sold comprises cost of material consumed and changes in inventory of work-in-progress and finished goods.*
Note: As certified by M P P S & Co, Chartered Accountants, with firm registration number 0140400W, pursuant to their certificate dated June 30, 2026.

Justifications for holding period levels

The working capital projections made by the Company are based on certain key assumptions, as set out below:

Particulars	Assumptions and justifications
Current Assets	
Trade Receivables (days of Revenue from Operations)	Our Company had Trade Receivables of 76 days, 111 days and 105 days of Revenue from Operations as at the end of Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively. The increase from Fiscal 2024 to Fiscal 2025 was primarily attributable to a change in the Company's product mix, with the Company commencing sales of higher MVA and higher value transformers during Fiscal 2025 following the completion of short-circuit testing certification for its 100 MVA / 132 kV class transformers during the year. During Fiscal 2025, the Company sold four units of such transformers as compared to nil units in Fiscal 2024. Further, transformer execution and dispatches are generally linked to project timelines and are typically concentrated towards the latter part of the fiscal year, particularly the fourth quarter. Consequently, a significant portion of the revenue was recognized towards the end of Fiscal 2025, resulting in a corresponding build-up in trade receivables as at the balance sheet date. This is evidenced by the fact that, of the total trade receivables of ₹838.22 million outstanding as at March 31, 2025, ₹715.95 million, representing approximately 85.41%, were not yet due for payment. The decrease in Trade Receivable days from Fiscal 2025 to Fiscal 2026 was primarily on account of increased utilization of letter of credit discounting facilities by the Company which accelerated the realization of receivables. This is evidenced by the increase in interest on bill discounting and letters of credit under finance costs from ₹ 2.47 million in Fiscal 2025 to ₹ 9.73 million in Fiscal 2026. For Fiscal 2027 and Fiscal 2028, the Company has assumed Trade Receivables of 108 days and 110 days of Revenue from Operations, respectively. The projected levels are in line with the average of the preceding two Fiscals and reflect the expected continuation of the Company's focus on higher MVA and higher value transformers, including 100 MVA / 220 kV and 160 MVA / 220 kV class transformers, for which the Company has completed short-circuit testing, and which are generally supplied for large infrastructure, railways and renewable power projects. Given the project-based nature of such orders and the concentration of execution and revenue recognition towards the latter half of the fiscal year, Trade Receivables are expected to remain elevated at the balance sheet date despite broadly consistent customer credit terms. A gradual increase has been assumed over the projected period in line with expected revenue growth and the increasing contribution of higher value transformers in our product mix.
Other Current Assets (days of Revenue from Operations)	Other Current Assets of our Company primarily comprise advances to vendors and balances with government authorities i.e. GST receivables. Our Company had Other Current Assets of 1 day, 1 day and 6 days of Revenue from Operations as at the end of Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively. The increase in Fiscal 2026 was primarily attributable to higher GST receivables and advances to vendors. Export revenue increased from ₹ 165.31 million in Fiscal 2025 to ₹ 688.11 million in Fiscal 2026, resulting in lower utilisation of input tax credit towards payment of output GST and consequent accumulation of GST credits as at the balance sheet date. Further, the Company had not claimed GST refunds during Fiscal 2026 resulting in a balance with Government authorities (GST receivables) of ₹ 21.09 million as at the end of Fiscal 2026, as compared to nil in Fiscal 2025. Further, advances to vendors increased from ₹ 9.66 million in Fiscal 2025 to ₹ 27.04 million in Fiscal 2026 in line with the growth in the Company's Cost of Goods Sold resulting from the increasing proportion of higher capacity and higher value transformers sold during the year. For Fiscal 2027 and Fiscal 2028, the Company has assumed Other Current Assets of 6 days and 6 days of Revenue from Operations, respectively. The projected levels are in line with Fiscal 2026, taking into account the expected increase in export sales, which may result in

Particulars	Assumptions and justifications
	continued accumulation of GST credits, and advances to vendors in line with the projected scale of operations.
Inventories (days of Cost of Goods Sold)	Our Company had Inventories of 5 days, 35 days and 124 days of Cost of Goods Sold as at the end of Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively. The increase in inventory levels in Fiscal 2025 as compared to Fiscal 2024 was primarily attributable to higher work-in-progress and finished goods inventory as at the end of Fiscal 2025. This was mainly driven by an increase in the manufacturing turnaround time following the Company's strategic shift from producing lower MVA transformers to higher MVA transformers during the year post the completion of the short circuit test for the 100 MVA / 132 kV transformer class, which require longer production cycles. The further increase in Inventory Days in Fiscal 2026 was primarily attributable to the continued shift in product mix towards higher MVA and higher voltage-class transformers. As at the end of Fiscal 2026, the Company had one 160 MVA / 220 kV transformer and two 100 MVA transformers under manufacturing. Also, the Company had one 100 MVA transformer in its finished goods inventory. The 160 MVA transformer was being manufactured by the Company for the first time and, accordingly, no comparable inventory existed in Fiscal 2025. Further, as at the end of Fiscal 2026, the Company's unexecuted order book included 40 transformers in the 100 MVA category and 2 transformers in the 160 MVA category. In line with the Company's procurement practice of sourcing the raw materials required for a transformer at the commencement of its manufacturing cycle, raw materials had been procured in advance for a portion of these orders. As a result, the proportion of higher MVA transformers under execution and held in inventory increased substantially during the year. The Company's transition towards higher MVA transformers is further evidenced by the increase in the Average MVA per Transformer from 3.78 MVA in Fiscal 2024 to 4.46 MVA in Fiscal 2025 and 7.54 MVA in Fiscal 2026. Further, the average MVA per transformer in the Company's unexecuted order book was 17.18 MVA as at the end of Fiscal 2026, indicating the continued shift towards larger-capacity transformers. Higher MVA transformers require significantly higher quantities and values of raw materials and components as compared to lower-rated transformers, resulting in a higher inventory value per transformer. In addition, such transformers generally involve longer manufacturing cycles, resulting in inventory being held for longer periods in the form of raw materials, work-in-progress and finished goods. Consequently, the value of inventory held at the balance sheet date increased, resulting in higher Inventory Days as compared in Fiscal 2026 as compared to Fiscal 2025 and Fiscal 2025 as compared to Fiscal 2024. For Fiscal 2027 and Fiscal 2028, our Company has assumed Inventory Days of 145 days and 150 days, respectively, of Cost of Goods Sold. The projected Inventory Days reflect the Company's continued focus on higher MVA and higher value transformers and are consistent with the historical increase in Inventory Days from Fiscal 2024 to Fiscal 2026, which was primarily driven by the shift in product mix towards larger-capacity transformers. As at March 31, 2026, approximately 50.63% of the Company's order book comprised transformers in the 51 MVA to 160 MVA range. Further, the Company's unexecuted order book included 40 transformers in the 100 MVA category and 2 transformers in the 160 MVA category. The Company expects to continue expanding its presence in these higher MVA categories, which form a key part of its growth strategy. Accordingly, Inventory Days are expected to remain elevated and increase gradually during the projected period in line with the evolving product mix and anticipated execution of higher-capacity transformer orders.
Current Liabilities	
Trade Payables (days of Cost of Goods Sold)	Our Company had Trade Payables of 48 days, 73 days and 84 days of Cost of Goods Sold as at the end of Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively. The increase in Trade Payable days from Fiscal 2024 to Fiscal 2025 was primarily attributable to the evolution of the Company's product portfolio towards higher MVA and higher voltage class transformers. As the Company commenced manufacturing and sale of higher capacity transformers, including 100 MVA / 132 kV class transformers, the value of raw materials and components procured for execution of orders increased. Consequently, the absolute value of purchases and outstanding supplier balances as at the balance sheet date increased, resulting in higher Trade Payable days. The further increase in Trade Payable days from Fiscal 2025 to Fiscal 2026 was primarily attributable to the continued shift in product mix towards higher capacity and higher value transformers. As at the end of Fiscal 2026, the Company had one 160 MVA transformer and two 100 MVA transformers under manufacturing. The execution of such orders required procurement of

Particulars	Assumptions and justifications
	higher-value raw materials and components as compared to lower-capacity transformers. Accordingly, the value of purchases made towards these orders increased, resulting in higher trade payables outstanding as at the balance sheet date and a corresponding increase in Trade Payable days For Fiscal 2027 and Fiscal 2028, our Company has assumed Trade Payables of 79 days and 79 days, respectively, of Cost of Goods Sold. While the absolute value of purchases is expected to increase during the projected period due to the expectation of continued manufacturing and sale of higher MVA and higher value transformers, the Company expects supplier credit terms to remain broadly consistent with those prevailing historically. Further, the Company intends to continue its practice of making payments to suppliers within agreed credit periods and availing commercial benefits, including cash discounts and other incentives, where available.
Other Current Liabilities* (Days of Cost of Goods Sold)	Other Current Liabilities of our Company primarily comprise advances from customers. Our Company had Other Current Liabilities of 29 days, 32 days and 27 days of Cost of Goods Sold as at the end of Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively. Other Current Liabilities days remained broadly stable during the historical period and were primarily driven by advances received from customers in the ordinary course of business, with movements across such periods reflecting the timing of such advances against orders under execution as at the respective balance sheet dates. For Fiscal 2027 and Fiscal 2028, our Company has assumed Other Current Liabilities of 27 days and 27 days, respectively, of Cost of Goods Sold. The projected levels primarily reflect advances expected to be received from customers and have been assumed on the basis that customer advance terms will remain broadly consistent during the projected period.

* *Cost of goods sold comprises cost of material consumed, purchases and changes in inventory of work-in-progress and finished goods. Note: As certified by M P P S & Co, Chartered Accountants, with firm registration number 0140400W, pursuant to their certificate dated June 30, 2026.*

For risks in relation to the use of the Net Proceeds for funding incremental working capital gap of our Company, see *"Risk Factors – Our business is working capital intensive and requires a significant amount of working capital in the ordinary course of business including for the purposes of procurement of raw materials, funding inventory and trade receivable and our Company proposes to utilize ₹ 1,659.52 million of the Net Proceeds towards our working capital requirements for Fiscal 2027 and Fiscal 2028. There can be no assurance that we will be able to effectively manage our working capital. If we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business which could have a material adverse effect on our business, results of operations and financial condition."* on page 35.

3. General corporate purposes

Our Company intends to deploy the balance Net Proceeds aggregating to ₹[●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with Regulation 7(2) of SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilize Net Proceeds may include, but are not restricted to strategic initiatives, funding growth opportunities, and meeting exigencies and contingencies, strengthening marketing capabilities such as attending exhibitions and brand building exercises, capital expenditure towards land acquisition, enhancement and upkeep of our assets, including by development / refurbishment and / or renovation of our existing and / or new assets of our Company, payment of lease / rent, investment in our Subsidiaries, and meeting any expenses incurred by our Company including administration, insurance, marketing, repairs and maintenance, payment of taxes and duties, but excluding expenses towards working capital requirements and for any other purpose in the ordinary course of business, as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with applicable laws.

The allocation or quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the business requirements of our Company and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board shall have flexibility in utilising surplus amounts, if any, subject to applicable laws. The amount to be utilized from the Net Proceeds towards general corporate purpose shall not be used for utilization for any of the identified Objects. In the event we are unable to utilise the entire amount that we have currently estimated for use of our Net Proceeds in a Fiscal, we will utilise such unutilised amount(s) in the subsequent Fiscals.

Issue Related Expenses

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

The expenses related to this Issue include, among others, listing fees, underwriting commission, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsels, fees payable to the Registrar to the Issue, Escrow Bank(s) and Sponsor Bank(s) to the Issue, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, CRTAs and CDPs, printing and stationery expenses, fee to the other parties to the Issue including but not limited to Statutory Auditors, practicing company secretary(ies) and independent chartered engineer, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

All costs, charges, fees and expenses associated with and incurred in connection with the Issue shall be borne by the Company.

The break-down of the estimated Issue expenses are set forth in the table below:

Activity	Estimated expenses *# (₹ in million)	As a % of the total estimated Issue expenses	As a % of the total Issue size
BRLMs' fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Issue. Brokerage, underwriting commission and selling commission and bidding/uploading charges for Syndicate Members, Registered Brokers, RTAs and CDPs (1)(2) (3)(4)	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]
Other expenses	[●]	[●]	[●]
(i) Listing fees, SEBI filing fees, upload fees, Stock Exchanges processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
(ii) Printing, distribution and stationery expenses	[●]	[●]	[●]
(iii) Advertising and marketing expenses	[●]	[●]	[●]
(iv) Fees payable to legal counsel(s)	[●]	[●]	[●]
(v) Fees payable to other parties to the Issue including but not limited to Statutory Auditors, practicing company secretary(ies) and independent chartered engineer			
(vi) Fees payable to industry service provider	[●]	[●]	[●]
(vii) Fees payable to the Monitoring Agency	[●]	[●]	[●]
(viii)Miscellaneous	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

* *Issue expenses include applicable taxes. Issue Expenses are estimates and subject to change.*

\# *Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price.*

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

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Issue 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 to the SCSBs on the Bid cum Applications Forms directly procured by them.*

(2) Processing fees payable to the SCSBs on the portion for Individual Bidder and Non-Institutional Bidders (excluding UPI Bids) 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 Bidders**	*₹ [●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹ [●] per valid application (plus applicable taxes)*

**Based on valid ASBA Forms.*

(3) The Uploading Charges/Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

Members of the Syndicate / RTAs / CDPs / Registered Brokers	*₹ [●] per valid Application (plus applicable taxes)*
Sponsor Bank	*₹ [●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, 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 laws*

**Based on valid Bid cum Application Forms.*

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

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*

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

(5) The selling commission payable to the Syndicate/ sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ sub-Syndicate Member.

(6) Bidding charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by Retail Individual Bidders using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

In addition to the selling commission referred above, any additional amount(s) to be paid by our Company shall be as mutually agreed in writing amongst the Book Running Lead Manager, their respective Syndicate Members and our Company before the opening of the Issue.

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

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

Bidding charges payable to the Registered Brokers, RTAs/CDPs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured by the Registered Broker or RTAs or CDPs and submitted to SCSB for processing, would be as follows:

*Portion for Retail Individual Bidders**	*₹ [●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹ [●] per valid application (plus applicable taxes)*

**Based on valid Bid cum Application Forms*

(7) 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 Banks Agreement.

(8) 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 ICDR Master Circular.

Interim use of Net Proceeds

Pending utilization of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, as amended and until the payment of all Issue expenses, the Issue expenses shall remain in the Public Issue Account. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Gross Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets. Pending utilisation of the Net Proceeds for the purposes described above, no lien of any nature shall be created on the Net Proceeds which are temporarily invested in the scheduled commercial banks.

Any interest earned on the deposits made by our Company in a scheduled commercial bank, shall be utilized towards a shortfall in fulfilment of the Object(s), if any, as set out above. Further, in case there is no shortfall in utilization of the Net Proceeds towards the Objects or if there is any residual interest income after meeting such shortfall, the residual interest income shall be utilized towards general corporate purposes, in compliance with the SEBI ICDR Regulations

Appraising entity

None of the objects for which the Net Proceeds will be utilized have been appraised by any external agency or any bank/ financial institution. For further details, see "*Risk Factors – The objects of the Issue for which funds have been raised and proposed deployment of the Net Proceeds of [●] million of the Issue have not been appraised by a bank or a financial institution. The deployment of funds is entirely at the discretion of our management and as per the details mentioned in the section titled "Objects of the Issue". Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected."* on page 58.

Bridge Loan

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds

Monitoring of utilization of funds

Our Company will appoint a monitoring agency to monitor the Gross Proceeds (including towards general corporate purposes) in accordance with Regulation 41 of the SEBI ICDR Regulations prior to filing of Red Herring Prospectus. Our Company undertakes to place the Gross proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilization of the Gross proceeds. The Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay.

Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds including interim use under a separate head in our balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable law, clearly specifying the purposes for which the Gross Proceeds have been utilized, until the time any part of the Issue proceeds remains unutilized. Our Company will also, in its balance sheet for the applicable fiscal 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. Our Company will indicate investments, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our financial results. Such heads will include an item-by-item description for all the expense heads and sub-heads disclosed under each of the Objects of the Issue, as set out in this Draft Red Herring Prospectus.

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 the Statutory Auditors and such certification shall be provided to the Monitoring Agency.

Further, 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 Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects. The information will also be published in newspapers simultaneously with the interim or annual financial results and explanation on for such variation (if any) will be included in our Directors' report, after placing the same before the Audit Committee. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of the Gross Proceeds in a Fiscal, we will utilize such unutilized amount in the next Fiscal.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and Regulations 59 and Schedule XX of SEBI ICDR Regulations, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such a special resolution (Postal Ballot Notice) shall specify the prescribed details and be published in daily newspapers, one in English and the other in the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Pursuant to Section 13(8) of the Companies Act, 2013, our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations.

Other confirmations

None of our Promoters, Directors, KMPs, Senior Management or Promoter Group will receive any portion of the Net Proceeds and there are no material existing or anticipated arrangements/ agreements/ transactions in relation to utilization of the Net Proceeds with our Promoters, Directors, KMPs, Senior Management or Promoter Group.

BASIS FOR ISSUE PRICE

The Price Band and the Issue Price 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 and the quantitative and qualitative factors as described below and is justified in view of these parameters. The face value of the Equity Shares is ₹ 10 each and the Floor Price is [●] times the face value of the Equity Shares and the Cap Price is [●] times the face value of the Equity Shares.

Investors should also refer to "*Risk Factors*", "*Our Business*", "*Restated Consolidated Financial Information*", "*Other Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and on pages 22, 247, 311, 363 and 365, 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 Issue Price are:

- Established transformer manufacturer with a demonstrated transition towards higher MVA / kV classes, supporting improved margins and customer profile- Strategically repositioned our portfolio towards higher MVA and higher kV class transformers to move up the value chain and participate in more complex, specification-driven applications. Our customer base comprises EPC contractors, utilities and large private sector customers across diversified end-use sectors including railways, metro rail, renewables and industrial applications. Leveraging our engineering and in-house designing expertise, we have established our presence in segments with high entry barriers, demonstrating our ability to execute complex projects while maintaining consistent quality and execution timelines

- Proven track record in supplying to the high-entry-barrier railway sector, supported by RDSO approvals across multiple transformer classes. The railways sector is characterised by stringent technical specifications and approval-driven procurement processes. We are the only transformer manufacturer in India certified by RDSO for all classes of transformers required for 2×25 kV traction substations in India *(Source: CRISIL Report)*. We have executed supplies for traction substations across multiple zones, demonstrating our ability to meet Indian Railways' technical and execution requirements. Our established approvals and operating track record enable us to participate in projects where prior execution experience and qualification criteria are significant vendor selection considerations.

- In-house design and engineering capabilities supported by comprehensive certification and testing infrastructure- Our in-house design and engineering capabilities, supported by an integrated NABL-accredited testing laboratory, enable us to design each transformer in accordance with customer-specific technical requirements. We have successfully conducted short-circuit tests with recognised agencies including ERDA, CPRI and NHPTL, supporting product qualification for technically demanding applications. Our design-led, application-driven approach differentiates us from standardised manufacturing models and is critical for serving high-entry-barrier sectors such as railways and metro rail.

- Integrated manufacturing capabilities with backward-integrated CRGO processing supporting efficiency, performance and lead time advantages. Our integrated manufacturing operations are located at our facility in Vadodara, Gujarat, which had an installed transformer manufacturing capacity of 8,500 MVA as of March 31, 2026. As of May 15, 2026, the overall installed capacity of our facility in Vadodara, Gujarat has increased to 13,500 MVA after our expansion into additional shed area vacated due to the relocation of Anshuman's operations to the CRGO Processing Facility. Our integrated manufacturing setup is strengthened by backward integration into CRGO electrical steel processing through our wholly-owned subsidiary, providing greater control over this specification-sensitive input. This integration supports improved production planning, execution efficiency and reduced lead times, while reducing dependence on third-party processors. Our control over CRGO processing, combined with design optimisation, strengthens operational efficiency and enhances transformer performance characteristics.

- Strong track record of revenue growth and profitability with continued visibility supported by a diversified order book- Our track record reflects the scalability of our operating model, driven by product mix optimization and operational efficiencies from our integrated capabilities. We maintain disciplined receivables management with zero bad debts, supporting a well-managed working capital cycle. Our order book also reflects a shift towards higher-capacity transformers. Collectively, this demonstrates our ability to scale operations while maintaining profitability and capital efficiency

- Experienced leadership team with deep domain expertise and execution track record in transformer manufacturing- Led by an experienced Promoter and a professional senior management team with deep transformer industry expertise. Our Executive Director, Venkatasesha Sita Rama Venugopal Kalavagunta has an

experience of 30 years in transformer designing and manufacturing. Our Key Managerial Personnel and senior management team, having an average experience of over 18 years, plays a key role in supporting our operational execution, customer relationships and expansion initiatives.

For further details, see *"Risk Factors"* and *"Our Business"* on pages 22 and 247, respectively.

Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For further details, see "*Restated Consolidated Financial Information*" on page 311.

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

1. Basic and diluted earnings per share ("EPS") at face value of ₹ 10 each:

Financial Year/Period	Basic EPS (in ₹)*	Diluted EPS (in ₹)*	Weight
March 31, 2026	14.11	14.05	3
March 31, 2025	6.88	6.88	2
March 31, 2024	2.23	2.23	1
Weighted Average	9.72	9.69	

* *As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.*

Notes:

i. The face value of each Equity Share is ₹10.

ii. Basic Earnings per share = Restated consolidated net profit after tax (loss after tax) as restated / Weighted average number of equity shares outstanding during the financial year, after considering impact of bonus retrospectively for all period presented.

iii. Diluted Earnings per share = Restated consolidated net profit after tax (loss after tax) as restated / Weighted average number of potential equity shares outstanding during the financial year.

iv. 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.

2. Price/Earnings ("P/E") ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share of face value of ₹10 each

Particulars	P/E at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)*
Based on basic EPS as per the Restated Consolidated Financial Information for the financial year March 31, 2026	[●]	[●]
Based on diluted EPS as per the Restated Consolidated Financial Information for the financial year March 31, 22026	[●]	[●]

* *To be updated on finalization of price band*

3. Industry Peer Group P/ E ratio

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

Particulars	P/E ratio*	Name of peer company
Highest	67.46	Atlanta Electricals Limited
Lowest	29.31	Danish Power Limited
Average	39.86	

* *As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.*

Notes:

i. *The highest and lowest industry P/E 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 of the peer set provided below.*

ii. *P/E figures for the peer are computed based on closing market price as on June 24, 2026, divided by Diluted EPS on consolidated basis (except Voltamp Transformers Limited, Shilchar Technologies Limited and Indo Tech Transformers Limited which are on standalone basis) based on the financial results declared by the peers available on website of www.bseindia.com (except Danish Power Limited which is available on www.nseindia.com) for the Financial Year ending March 31, 2026.*

4. Average return on Net Worth ("RoNW")

Financial Year	RoNW (%)*	Weight
March 31, 2026	62.28	3
March 31, 2025	59.25	2
March 31, 2024	31.54	1
Weighted Average	56.15	

* *As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.*

Notes:

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

ii. Return on Net Worth (%) = Net profit after tax, as restated /Average Net worth as restated as at period/year end.

iii. Net worth means the aggregate value of the paid up share capital of the Company and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, other comprehensive income items, miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, foreign currency translation reserve, write-back of depreciation as at period /year end, as per restated financial statement of Assets and Liabilities of the Company

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

Net Asset Value per Equity Share	(₹)
As on March 31, 2026	26.27^
After the completion of the Issue	
- At the Floor Price*	[●]
- At the Cap Price*	[●]
- At the Issue Price**	[●]

^ *As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.*

* *To be computed after finalisation of the Price Band*

** *To be computed on conclusion of the Book Building Process*

Notes:

i. Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

ii. Net asset value per Equity Share= Total Equity at the end of the year divided by weighted average number of Equity Shares. Weighted average number of Equity Shares of face value of ₹ 10 each represents the shares used for computing diluted EPS

6. Comparison of Accounting Ratios with listed industry peers of our Company as of March 31, 2026:

Name of the Company	Standalone/ Consolidated	Revenue from Operations (₹ in million)	Face Value per Equity Share (₹)	Closing price as on June 24, 2026	P/E as on June 24, 2026	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV (₹ per share)	Profit after tax (₹ in million)
Company										
TMC Transformers (India) Limited*	Consolidated	4,172.35	10	NA	NA	14.11	14.05	62.28	26.27	957.12
Peers										
Transformers & Rectifiers India Limited	Consolidated	25,088.00	1	340.65	37.56	9.07	9.07	19.34	51.40	2,721.70
Voltamp Transformers Limited	Standalone	21,536.88	10	10,458.30	34.65	301.85	301.85	18.07	1,771.06	3,053.84
Atlanta Electricals Limited	Consolidated	18,515.17	2	1,832.85	67.46	27.17	27.17	31.52	120.84	2,017.65
Shilchar Technologies Limited	Standalone	6,519.40	10	4,592.55	33.22	138.25	138.25	37.91	429.05	1,581.61
Marsons Limited	Consolidated	2,454.25	1	117.25	43.59	2.69	2.69	27.23	12.64	463.25
Indo Tech Transformers Limited	Standalone	7,820.80	10	2,906.40	33.27	87.36	87.36	51.43	351.89	927.70

Name of the Company	Standalone/ Consolidated	Revenue from Operations (₹ in million)	Face Value per Equity Share (₹)	Closing price as on June 24, 2026	P/E as on June 24, 2026	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV (₹ per share)	Profit after tax (₹ in million)
Danish Power Limited	Consolidated	5,214.47	10	1,026.75	29.31	35.03	35.03	17.76	234.32	689.82

* *Financial information of the Company has been derived from Restated Consolidated Financial Information as at and for the financial year ended March 31, 2026*

***Source**: All the financial information for listed industry peer mentioned above is on a consolidated basis (except Voltamp Transformers Limited, Shilchar Technologies Limited and Indo Tech Transformers Limited which are on standalone basis) and is sourced from the filings made with Stock Exchanges available on www.bseindia.com (except Danish Power Limited which is available on www.nseindia.com) for the Financial Year ending March 31, 2026.*

Notes:

i. *P/E Ratio has been computed based on the closing market price of equity shares on June 24, 2026 divided by the Diluted EPS.*

ii. *Return on Net Worth (%) = Net profit after tax, as restated / Average Net worth as restated as at period/year end.*

iii. *Net worth means the aggregate value of the paid up share capital of the Company and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, other comprehensive income items, miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, foreign currency translation reserve, write-back of depreciation as at period /year end, as per restated consolidated financial statement of assets and liabilities of the Company.*

iv. *NAV is computed as the Total Equity (sum of equity share capital, other equity) divided by the outstanding number of shares as per calculation of Diluted EPS in accordance with IND AS 33.*

The peer group above has been determined on the basis of listed public companies comparable in size to our Company or whose business portfolio is comparable with that of our business.

7. Key Performance Indicators ("KPIs")

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Issue Price. All the KPIs disclosed below have been approved by resolution of our Audit Committee dated June 30, 2026, and the Audit Committee has confirmed that verified and audited details of all the KPIs pertaining to our Company that have been disclosed to earlier investors at any point of time during the three years preceding to the date of this Draft Red Herring Prospectus have been disclosed in this section. Further, the KPIs herein have been certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to certificate dated June 30, 2026. This certificate has been designated as a material document for inspection in connection with the Issue. See "*Material Contracts and Documents for Inspection*" on page 475.

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help it in analyzing the growth of various verticals in comparison to its peers.

The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS and may have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance, liquidity, profitability or results of operation.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once a year (or any lesser period as may be determined by our Board), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilisation of the Issue Proceeds as per the disclosure made in the section "*Objects of the Issue*" on page 117, whichever is later, or for such other duration as required under the SEBI ICDR Regulations.

A list of our KPIs as of and for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024 is set out below**:**

Particulars	Units	For the Financial Year ended March 31, 2026	For the Financial Year ended March 31, 2025	For the Financial Year ended March 31, 2024
Operational KPIs				
Installed Capacity [1]	MVA p.a	8,500.00	8,500.00	8,500.00
MVA Produced / Sold [2]	MVA	4,659.59	2,853.40	2,487.07
Transformers Sold [3]	No.	618	640	658
MVA per Transformer Sold [4a]	MVA	7.54	4.46	3.78
MVA per Transformer Sold: Oil-filled Transformers [4b]	MVA	17.45	10.22	6.15
Order Book [5]	₹ in million	6,734.18	3,271.02	1,375.10
Realisation per Transformer [6]	₹ in million	6.64	4.15	3.66
Financial KPIs				
Revenue from Operations [7]	₹ in million	4,172.35	2,716.85	2,475.25
Revenue from Operations Growth [8]	%	53.57	9.76	NA
Gross Profit [9]	₹ in million	1,794.66	1,047.91	464.29
Gross Profit Margin [10]	%	43.01%	38.57%	18.76%
Operating EBITDA [11]	₹ in million	1,330.53	666.92	223.85
Operating EBITDA Margin [12]	%	31.89%	24.55%	9.04%
PAT [13]	₹ in million	957.12	466.45	150.99
PAT Margin [14]	%	22.94	17.17	6.10
Total Equity (including NCI) [15]	₹ in million	1,789.12	756.10	289.88
Net Debt [16]	₹ in million	232.69	(90.73)	11.76
Net Debt to Total Equity [17]	Times	0.13	(0.12)	0.04
Net Debt to Operating EBITDA [18]	Times	0.17	(0.14)	0.05
Net Working Capital Days [19]	Days	136	59	24
Fixed Asset Turnover Ratio [20]	Times	16.11	15.13	27.51
Return on Average Equity (ROE) [21]	%	75.21	89.19	70.39
Return on Average Capital Employed (ROCE) [22]	%	79.31	122.05	100.17
Basic EPS [23]	₹ per share	14.11	6.88	2.23
Diluted EPS [24]	₹ per share	14.05	6.88	2.23

1. *Represents the total transformer manufacturing capacity installed by the company as of the end of the reporting period;*
2. *Represents the total MVA of transformers produced/sold by the company during the reporting period;*
3. *Indicates the total number of transformers sold by the company during the year;*
4. *a. Indicates average MVA per transformers sold by the company during the year. Calculated as total MVA produced / sold divided by number of transformers sold;*
   b. Indicates average MVA per oil-filed transformers sold by the company during the year. Calculated as total MVA produced / sold divided by number of oil-filled transformers sold;
5. *Represents the total value of customer orders on hand as of the end of the reporting period;*
6. *Computed as Revenue from sale of transformers divided by the number of transformers sold;*
7. *Computed as the sum of sale of products, sale of services and other operating revenue;*
8. *Computed by dividing increase in Revenue from Operations in the current period with Revenue from Operations for the previous period *100;*
9. *Computed as Revenue from operations minus Cost of Goods sold. Cost of Goods sold is computed as sum of Cost of materials consumed, Purchase of stock-in-trade and changes in inventory of work in progress and finished goods;*
10. *Computed by dividing Gross Profit with Revenue from operations * 100;*
11. *Calculated as restated Profit / (Loss) before share of profit / loss of Joint Ventures & Associates, Exceptional items and Tax minus other Income plus Finance Costs and Depreciation & Amortization expense;*
12. *Computed by dividing Operating EBITDA with revenue from operations * 100;*
13. *Restated profit for the year/period as per Restated Consolidated Financial Information without considering Other comprehensive income;*
14. *Restated profit for the year/period as per Restated Consolidated Financial Information without considering Other comprehensive income divided by revenue from operations * 100;*
15. *Total Equity including Non Controlling Interests as per Restated Consolidated Financial Information;*
16. *Computed as sum of long term borrowing, short term borrowings minus cash and cash equivalents, bank balances other than cash and cash equivalents and current investments;*
17. *Computed as Net Debt divided by total equity;*
18. *Computed as Net Debt divided by operating EBITDA;*
19. *Computed as revenue from operations divided by net working capital * 365. Net working capital is computed as Total current assets (excluding cash & cash equivalents, Bank balances other than cash & cash equivalents and current investments) minus Total current liabilities (excluding borrowings);*
20. *Computed as revenue from operations divided by average gross tangible fixed assets. Average gross fixed tangible assets us calculated by averaging the opening and closing balance of gross tangible fixed assets. Gross tangible fixed assets is calculated as total gross fixed assets minus gross value of ROU assets and intangible assets;*
21. *Computed by dividing PAT by the Average Total Equity * 100. Average Total Equity is calculated as the average of the opening and closing balances of the Total Equity;*
22. *Computed as EBIT as a % of average capital employed. EBIT is calculated by adding finance cost to restated Profit / (Loss) before exceptional items and tax (but after share of profit / loss of joint ventures & associates). Average Capital*

Employed is calculated by averaging the opening and closing balance of capital employed. Capital employed is calculated by adding Total Equity and long term borrowings;

23. *Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of equity shares outstanding; and*
24. *Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of diluted equity shares outstanding.*

As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.

Explanation for the Key Performance Indicators:

Particular	Unit	Formula
Operating KPIs		
Installed Capacity	MVA p.a	This metric is used to assess the overall transformer manufacturing capacity available to the company during the period
MVA Produced / Sold	MVA	This metric provides an indication of the scale and growth of the company's operations by measuring the total transformer capacity produced/sold during the year
Transformers Sold	No.	This metric indicates the total number of transformers sold by the company during the year and serves as a key measure of sales volume and operational scale
MVA per Transformer Sold	MVA	This metric is used to assess the average capacity of transformers sold by the company and provides insight into its product mix and execution of higher-capacity orders
MVA per Transformer Sold: oil-filled transformers	MVA	This metric indicates the average MVA rating of oil-filled transformers sold by the company and provides insight into the product mix and execution of higher-rated oil-filled transformer
Order Book	₹ in million	This metric indicates the company's revenue visibility for future periods and reflects the level of business secured but yet to be executed
Realisation per Transformer	₹ in million	This metric provides insight into the company's average realisation per transformer sold
Financial KPIs		
GAAP Measures		
Revenue from Operations	₹ in million	Revenue from operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our company
PAT	₹ in million	PAT refers to profit after tax and provides information regarding the overall profitability of the business
Total Equity (including NCI)	₹ in million	Total equity provides information regarding total shareholder funds of the business
Basic EPS	₹ per share	This metric indicates the current earnings per share, helping assess the profitability attributable to existing shareholders.
Diluted EPS	₹ per share	This metric indicates the earnings per share assuming that all potential equity dilution occurs, providing a conservative view of earnings per share in a fully diluted scenario
Non-GAAP Measures		
Revenue from Operations Growth	%	This metric highlights the growth in the company's main revenue generating activities
Gross Profit	₹ in million	Gross Profit provides insights into the value added by our Company, reflecting the profitability generated over material costs from the sale of products and services
Gross Profit Margin	%	Gross Profit Margin indicates gross level profitability relative to revenue from operations
Operating EBITDA	₹ in million	EBITDA provides insights into the Company's operational profitability before the Finance Cost, Taxation, Depreciation and amortization expenses
Operating EBITDA Margin	%	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
PAT Margin	%	PAT Margin is an indicator of the overall profitability and financial performance of the business relative to revenue from operations
Net Debt	₹ in million	This metric provides information about financial leverage of the business
Net Debt to Total Equity	Times	This metric is used to measure the level of financial leverage in the company relative to its Total Equity
Net Debt to Operating EBITDA	Times	This metric is used to measure leverage and debt repayment capacity of the business
Net Working Capital Days	Days	This metric is used to assess the level of net working capital required to support the operations of the business
Fixed Asset Turnover Ratio	Times	This metric measures the efficiency with which the Company utilizes its fixed assets to generate revenue from operation

Particular	Unit	Formula
Return on Average Equity (ROE)	%	Return on Average Equity provides how efficiently our Company generates profits from shareholders' funds
Return on Average Capital Employed (ROCE)	%	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in the business.

We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" on page 1. For further details of our other operating metrics, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 247 and 365, respectively. Bidders are encouraged to review the Ind AS financial measures and not to rely on any single financial or operational metric to evaluate our business.

Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

Comparison of KPIs based on additions or dispositions to our business

The impact of all material acquisitions or dispositions of assets or business undertaken by our Company during the periods covered by the KPIs, i.e., in Fiscals 2026, 2025 and 2024 is reflected in the KPIs disclosed in this Draft Red Herring Prospectus. For further details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years*" on page 286.

8. Comparison of our key performance indicators with listed industry peers

While the Company's listed peers (Transformers and Rectifiers (India) Limited, Voltamp Transformers Limited, Atlanta Electricals Limited, Shilchar Technologies Limited, Marsons Limited, Indo Tech Transformers Limited and Danish Power Limited) may have similar service offerings, the Company's business may be different in terms of differing scale, business models, product verticals serviced or focus areas or geographical presence. The following table provides a comparison of the KPIs of the Company with its listed peers (Transformers and Rectifiers (India) Limited, Voltamp Transformers Limited, Atlanta Electricals Limited, Shilchar Technologies Limited, Marsons Limited, Indo Tech Transformers Limited and Danish Power Limited):

(a) Comparison of KPIs, of the financial year ended March 31, 2026 with the industry peers

Particulars	Units	TMC Transformers (India) Limited[1]	Transformers and Rectifiers (India) Limited [2]	Voltamp Transformers Limited [2]	Atlanta Electricals Limited [2]	Shilchar Technologies Limited [2]	Marsons Limited [2]	Indo Tech Transformers Limited [2]	Danish Power Limited [2]
Installed Capacity	MVA p.a	8,500.00	75,000.00	14,000.00	63,060.00	7,500.00	NA	NA	11,000.00
MVA Produced / Sold	MVA	4,659.59	33,763.00	NA	NA	5,925.00	NA	NA	5,468.00
Transformers Sold	No.	618	NA	NA	458	NA	NA	NA	NA
MVA per Transformer Sold	MVA	7.54	NA	NA	NA	NA	NA	NA	NA
MVA per Transformer Sold: Oil Filled Transformers	MVA	17.45	NA	NA	NA	NA	NA	NA	NA
Order Book	₹ in million	6,734.18	50,050.00	12,000.00	24,930.00	4,520.00	NA	NA	5,000.00
Realisation per Transformer	₹ in million	6.64	NA	NA	40.43	NA	NA	NA	NA
Revenue from Operations	₹ in million	4,172.35	25,088.00	21,536.88	18,515.17	6,519.40	2,454.25	7,820.80	5,214.47
Revenue from Operations Growth	%	53.57	24.24	11.35	48.82	4.62	45.77	27.84	22.20
Gross Profit	₹ in million	1,794.66	8,139.30	5,648.00	5,513.44	2,474.23	545.44	2,274.10	1,432.78
Gross Profit Margin	%	43.01	32.44	26.22	29.78	37.95	22.22	29.04	27.48
Operating EBITDA	₹ in million	1,330.53	3,831.80	3,553.16	3,444.39	1,904.19	423.37	1,203.00	924.37
Operating EBITDA Margin	%	31.89	15.27	16.50	18.60	29.21	17.25	15.38	17.73
PAT	₹ in million	957.12	2,721.70	3,053.84	2,017.65	1,581.61	463.25	927.70	689.82
PAT Margin	%	22.94	10.85	14.18	10.90	24.26	18.88	11.86	13.23
Total Equity (including NCI)	₹ in million	1,789.12	15,429.90	17,918.04	9,291.86	4,908.46	2,176.13	3,737.10	4,614.13
Net Debt	₹ in million	232.69	1,643.00	(1,015.31)	(532.80)	(2,459.49)	(103.67)	(1,085.10)	(896.63)
Net Debt to Total Equity	Times	0.13	0.11	(0.06)	(0.06)	(0.50)	(0.05)	(0.29)	(0.19)
Net Debt to Operating EBITDA	Times	0.17	0.43	(0.29)	(0.15)	(1.29)	(0.24)	(0.90)	(0.97)
Net Working Capital Days	Days	136	137	87	64	91	163	75	108
Fixed Asset Turnover Ratio	Times	16.11	NA	NA	NA	NA	NA	NA	NA
Return on Average Equity (ROE)	%	75.21	19.33	18.07	31.55	37.76	27.24	28.35	16.70
Return on Average Capital Employed (ROCE)	%	79.31	27.95	24.10	48.57	50.72	25.61	38.05	22.27
Basic EPS	₹ per share	14.11	9.07	301.85	27.17	138.25	2.69	87.36	35.03
Diluted EPS	₹ per share	14.05	9.07	301.85	27.17	138.25	2.69	87.36	35.03

Source:

(1) Restated Consolidated Financial Information

(2) The financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual reports, investor presentations, rating rationale, earning transcripts and the audited financial results of the relevant companies for the year ended March 31, 2026 as available on the websites of the Stock Exchanges. The operational KPI for listed industry peers mentioned above are sourced from the annual reports and investor presentations of the relevant companies for the year ended March 31, 2026.

NA: Not Available or can't be calculated due to unavailability, negative numerator, denominator or both.

(b) Comparison of KPIs, of the financial year ended March 31, 2025 with the industry peers

Particulars	Units	TMC Transformers (India) Limited (1)	Transformers and Rectifiers (India) Limited (2)	Voltamp Transformers Limited (2)	Atlanta Electricals Limited (2)	Shilchar Technologies Limited (2)	Marsons Limited (2)	Indo Tech Transformers Limited (2)	Danish Power Limited (2)
Installed Capacity	MVA p.a	8,500.00	40,200.00	14,000.00	16,740.00	7,500.00	4,500.00	9,500.00	4,681.00
MVA Produced / Sold	MVA	2,853.40	29,118.00	15,460.00	NA	5,775.00	1350.00	NA	4,498.00
Transformers Sold	No.	640	NA	NA	NA	NA	NA	NA	NA
MVA per Transformer Sold	MVA	4.46	NA	NA	NA	NA	NA	NA	NA
MVA per Transformer Sold: Oil Filled Transformers	MVA	10.22	NA	NA	NA	NA	NA	NA	NA
Order Book	₹ in million	3,271.02	51,328.00	11,290.00	16,429.78	4,000.00	NA	8,300.00	4,500.00
Realisation per Transformer	₹ in million	4.15	NA	NA	NA	NA	NA	NA	NA
Revenue from Operations	₹ in million	2,716.85	20,193.81	19,342.30	12,441.70	6,231.48	1,683.62	6,117.77	4,267.10
Revenue from Operations Growth	%	9.76	55.98	19.68	43.41	57.01	2507.07	21.57	28.34
Gross Profit	₹ in million	1,047.91	6,348.62	5,412.46	3,278.07	2,337.41	397.29	1,721.45	1,251.37
Gross Profit Margin	%	38.57	31.44	27.98	26.35	37.51	23.60	28.14	29.33
Operating EBITDA	₹ in million	666.92	3,274.52	3,662.21	1,935.77	1,847.46	252.24	761.24	829.61
Operating EBITDA Margin	%	24.55	16.22	18.93	15.56	29.65	14.98	12.44	19.44
PAT	₹ in million	466.45	2,164.35	3,254.13	1,186.47	1,468.52	280.21	638.82	546.34
PAT Margin	%	17.17	10.72	16.82	9.54	23.57	16.64	10.44	12.80
Total Equity (including NCI)	₹ in million	756.10	12,723.47	15,876.20	3,499.04	3,468.28	1,225.06	2,807.53	3,649.43
Net Debt	₹ in million	(90.73)	(1,264.90)	(1,625.10)	749.60	(906.14)	12.79	(849.29)	(1,209.62)
Net Debt to Total Equity	Times	(0.12)	(0.10)	(0.10)	0.21	(0.26)	0.01	(0.30)	(0.33)
Net Debt to Operating EBITDA	Times	(0.14)	(0.39)	(0.44)	0.39	(0.49)	0.05	(1.12)	(1.46)
Net Working Capital Days	Days	59	70	74	65	112	157	73	99
Fixed Asset Turnover Ratio	Times	15.13	6.31	12.52	13.16	9.32	2.98	6.96	8.28
Return on Average Equity (ROE)	%	89.19	23.59	22.13	41.03	52.78	40.99	25.66	22.98
Return on Average Capital Employed (ROCE)	%	122.05	33.74	29.77	57.33	71.10	41.34	34.77	34.66
Basic EPS	₹ per share	6.88	7.21	321.65	16.57	128.37	1.63	60.15	32.78
Diluted EPS	₹ per share	6.88	7.21	321.65	16.57	128.37	1.63	60.15	32.78

Source:

(1) Restated Consolidated Financial Information

(2) The financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual reports, investor presentations, rating rationale, earning transcripts and the audited financial results of the relevant companies for the year ended March 31, 2025 as available on the websites of the Stock Exchanges. The operational KPI for listed industry peers mentioned above are sourced from the annual reports and investor presentations of the relevant companies for the year ended March 31, 2025.

NA: Not Available or can't be calculated due to unavailability, negative numerator, denominator or both.

(c) Comparison of KPIs, of the financial year ended March 31, 2024 with the industry peers:

Particulars	Units	TMC Transformers (India) Limited [1]	Transformers and Rectifiers (India) Limited [2]	Voltamp Transformers Limited [2]	Atlanta Electricals Limited [2]	Shilchar Technologies Limited [2]	Marsons Limited [2]	Indo Tech Transformers Limited [2]	Danish Power Limited [2]
Installed Capacity	MVA p.a	8,500.00	37,200.00	14,000.00	14,820.00	4,000.00	NA	NA	4,681.00
MVA Produced / Sold	MVA	2,487.07	16,428.00	13,070.00	NA	4,000.00	NA	NA	3,807.00
Transformers Sold	No.	658	NA	NA	NA	NA	NA	NA	NA
MVA per Transformer Sold	MVA	3.78	NA	NA	NA	NA	NA	NA	NA
MVA per Transformer Sold: Oil Filled Transformers	MVA	6.15	NA	NA	NA	NA	NA	NA	NA
Order Book	₹ in million	1,375.10	25,820.00	8,407.00	12,713.80	4,500.00	NA	NA	2,499.61
Realisation per Transformer	₹ in million	3.66	NA	NA	NA	NA	NA	NA	NA
Revenue from Operations	₹ in million	2,475.25	12,946.76	16,162.23	8,675.53	3,968.78	64.58	5,032.11	3,324.77
Revenue from Operations Growth	%	NA	(7.26)	16.69	(0.72)	41.62	41.56	35.67	76.19
Gross Profit	₹ in million	464.29	3,678.48	4,858.79	2,323.26	1,459.91	34.92	1,495.49	859.97
Gross Profit Margin	%	18.76	28.41	30.06	26.78	36.78	54.07	29.72	25.87
Operating EBITDA	₹ in million	223.85	1,341.09	3,223.44	1,186.62	1,132.99	11.70	591.94	551.34
Operating EBITDA Margin	%	9.04	10.36	19.94	13.68	28.55	18.12	11.76	16.58
PAT	₹ in million	150.99	470.05	3,073.61	635.21	918.88	6.29	468.80	377.20
PAT Margin	%	6.10	3.63	19.02	7.32	23.15	9.73	9.32	11.35
Total Equity (including NCI)	₹ in million	289.88	5,629.35	13,536.13	2,284.72	2,095.88	142.21	2,171.59	1,106.09
Net Debt	₹ in million	11.76	2,248.21	(607.37)	179.42	(805.90)	87.52	(525.45)	(74.14)
Net Debt to Total Equity	Times	0.04	0.40	(0.04)	0.08	(0.38)	0.62	(0.24)	(0.07)
Net Debt to Operating EBITDA	Times	0.05	1.68	(0.19)	0.15	(0.71)	7.48	(0.89)	(0.13)
Net Working Capital Days	Days	24	175	76	68	77	584	78	44
Fixed Asset Turnover Ratio	Times	27.51	5.07	13.45	11.25	7.33	0.12	6.23	7.22
Return on Average Equity (ROE)	%	70.39	9.75	24.98	32.30	55.52	7.29	24.16	48.59
Return on Average Capital Employed (ROCE)	%	100.17	21.32	32.51	58.17	74.64	3.98	31.04	62.43
Basic EPS	₹ per share	2.23	1.64	303.80	8.87	120.48	0.05	44.12	26.04
Diluted EPS	₹ per share	2.23	1.64	303.80	8.87	120.48	0.05	44.12	26.04

Source:

(1) Restated Consolidated Financial Information

(2) The financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual reports, investor presentations, rating rationale, earning transcripts and the audited financial results of the relevant companies for the year ended March 31, 2024 as available on the websites of the Stock Exchanges. The operational KPI for listed industry peers mentioned above are sourced from the annual reports and investor presentations of the relevant companies for the year ended March 31, 2024

NA: Not Available or can't be calculated due to unavailability, negative numerator, denominator or both.

9. Weighted Average Cost of Acquisition ("WACA")

Our Company confirms that there has been no:

(a) primary/new issue of shares (Equity Shares/convertible securities), excluding grants of any options and issuance of bonus shares, equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction and excluding employee stock options or stock appreciation rights granted but not vested), in a single transaction or multiple transactions (combined together over a span of rolling 30 days) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days; and

(b) secondary sale/acquisition of shares (Equity Share/convertible securities) by Promoter, Promoter Group entities, Shareholders having the right to nominate directors to the Board, excluding gifts, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction and excluding employee stock options or stock appreciation rights granted but not vested), in a single transaction or multiple transactions (combined together over a span of rolling 30 days) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Since there are no such transaction to report to under (a) and (b), the following are the details of the last five primary or secondary transactions (secondary transactions where Promoter or members of the Promoter Group or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of transactions:

Last 5 primary issuances:

Date of allotment	Number of securities allotted	Details of allottees			Face value per security (in ₹)	Issue price per security (in ₹)	Form of Consideration	Nature of Allotment
June 25, 2026	833,333	**Sr No**	**Name of allottees**	**Number of securities**	10	600	Cash	Preferential Issue
		1.	Motilal Oswal Finvest Limited	500,000				
		2.	Frangipani Capital Advisors LLP	333,333				
February 24, 2026	1,023*	**Sr No**	**Name of allottees**	**Number of securities**	10	746,697	Cash	Preferential Issue
		1.	India SME Investments Fund II	1,004				
		2.	Adit Harshad Dawda	10				
		3.	Kavisha Pankaj Shah	1				
		4.	Jagjyot Singh Nanra	1				
		5.	Sambhav Ranka	2				
		6.	Abhishek Pai	2				
		7.	Vaibhav Khairnar	1				
		8.	Siddhartha Roy	1				
		9.	Navaneetha Krishnan Ganesan	1				
February 24, 2026	106	**Sr No**	**Name of allottees**	**Number of securities**	10	746,697	Cash	Preferential Issue
		1.	Dama Ventures[#]	62				
		2.	Sudhakar Garikipati	44				
September 28, 2025	332	**Sr No**	**Name of allottees**	**Number of securities**	10	866,693	Other than Cash	Preferential Issue
		1.	Hriday Narayan R Shukla	170				
		2.	Sidhinarayan Ramashankar Shukla	81				
		3.	Gaurav R Shukla	81				

* *Prior to filing of the Red Herring Prospectus with RoC, 1,023 outstanding Series A CCPS will be converted into maximum 2,889,901 Equity Shares pursuant to the terms and conditions of the Series A CCPS and in accordance with Regulation*

5(2) of the SEBI ICDR Regulations. The actual number of Equity Shares that such Series A CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the Series A CCPS.

\# *Held jointly by Saurabh Dharamsibhai Patel and Santdasi Bhupendra Pancholi, in their capacity as partners of Dama Ventures*

Last 5 secondary transactions:

Nil

10. The Floor Price and Cap Price vis-à-vis Weighted Average Cost of Acquisition based on past allotment(s)/ secondary transaction(s)

Floor Price and Cap Price as compared to the weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph 9 above, are set out below:

Type of transaction	Weighted Average Cost of Acquisition (in ₹)	Floor Price (₹ [●])*	Cap Price (₹ [●])*
Last 5 primary issuances, as disclosed in point 9 above	328.72#	**[●]**	**[●]**
Last 5 secondary transactions, as disclosed in point 9 above	N.A.	**[●]**	**[●]**

* *To be updated at Prospectus stage*

\# *Issue price per security has been adjusted for conversion / bonus issuance while calculating Weighted Average Cost of Acquisition.*

Explanation for Issue Price/ Cap Price

Set out below is an explanation for the Issue Price and Cap Price being (i) [●] times and [●] times, respectively, the weighted average cost of acquisition of primary transactions in last three years; and (ii) [●] times and [●] times, respectively, the weighted average cost of acquisition of secondary transactions in last three years; along with our Company's KPIs and financial ratios for Fiscals 2026, 2025 and 2024, and in view of the external factors which may have influenced the pricing of the Issue:

[●]*

* *To be included at the Prospectus stage*

The Issue Price will be [●] times of the face value of the Equity Shares

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above information along with *"Risk Factors", "Our Business", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations"* on pages 22, 247, 311 and 365. The trading price of the Equity Shares could decline due to the factors mentioned in *'Risk Factors'* or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

Date: June 30, 2026

The Board of Directors,

TMC Transformers (India) Limited
Survey No. 26 1/2 Part B, Village –
Khandiwada, Vadodara- Halol Highway,
Taluka - Waghodiya, Vadodara,
Gujarat, India, 391510

Anand Rathi Advisors Limited
11th Floor, Times Tower, Kamala City,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400013.

Intensive Fiscal Services Private Limited
914, Raheja Chambers,
Free Press Journal Marg,
Nariman Point, Mumbai – 400021

*(Anand Rathi Advisors Limited and Intensive Fiscal Services Private Limited, the book running lead managers appointed in connection with the Issue (as defined below) and referred to as the "**Book Running Lead Managers**" or the "**BRLMs**.")*

Sub: Statement of possible special tax benefit (the "Statement") available to TMC Transformers (India) Limited (the "Company"), its material subsidiary and its shareholders 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 offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of the Company (such offering, the "Issue")

We, **M P P S & CO, Chartered Accountants**, are the Statutory Auditors of the Company. We have been informed that the Company proposes to undertake an Initial Public Offering of its equity shares and in connection therewith, proposed to file the Draft Red Herring Prospectus (the "**DRHP**") with the Securities and Exchange Board of India ("**SEBI**"), and the relevant stock exchanges where the Equity Shares are proposed to be listed (collectively, the "**Stock Exchanges**"), in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and subsequently proposes to file (i) the Red Herring Prospectus (the "**RHP**") with SEBI, the Stock Exchanges and the Registrar of Companies, Gujarat at Ahmedabad (the "**RoC"**); (ii) Prospectus (the "**Prospectus**") with SEBI, the Stock Exchanges and the RoC; and (iii) any other documents or materials to be issued in relation to the Issue (collectively with the DRHP, RHP and Prospectus, the "**Issue Documents**").

We hereby confirm that the enclosed Annexure A, prepared by the Company and initialled by us for identification purposes ("Statement") for the Issue, indicates that there are no potential special tax benefits available to the Company, its material subsidiary, or its shareholders under the direct and indirect tax laws currently in force in India other than as disclosed in Annexure A. This encompasses, but is not limited to, the Income-tax Act, 1961 / 2025, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, and the respective State Goods and Services Tax Act, 2017 (collectively referred to as the "**GST Act**"), as well as the Foreign Trade Policy and Customs Act, 1962, and the Customs Tariff Act, 1975, along with any related rules, circulars, and notifications issued in connection therewith, all as amended by the Finance Act, 2026. This is pertinent to the assessment year 2027-28 relevant to the financial year 2026-27.

Several of these benefits are dependent on the Company, its material subsidiary or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company, its material subsidiary and/or its shareholders identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, for this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in **Annexure A**. Any benefits under the taxation laws other than those specified in **Annexure A** are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in **Annexure A** have not been examined and covered by this statement.

The benefits discussed in the enclosed Statement are not exhaustive. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and 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 Issue.

Any tax information included in this written communication is not intended or written to be used and cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

We do not express any opinion or provide any assurance as to whether:

1. The Company or its material subsidiary or its shareholders will continue to obtain these benefits in the future; or the conditions prescribed for availing of the benefits, where applicable have been/would be met with.

2. The revenue authorities/courts will concur with the view expressed herein.

3. The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and based on our understanding of the business activities and operations of the Company.

We confirm that while providing this certificate, we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, and the provisions of the relevant guidance notes, issued by the Institute of Chartered Accountants of India. We have conducted our examination in accordance with the '*Guidance Note on Reports or Certificates for Special Purposes*' (Revised 2016) issued by the ICAI, which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI and in accordance with '*Guidance Note on Reports in Company Prospectuses*' (Revised 2019). We hereby confirm that while providing this certificate, we have complied with the above guidance notes.

We hereby consent to be named an "expert" under the Companies Act, 2013, as amended, and our name may be disclosed as an expert to any applicable legal or regulatory authority insofar as may be required, in relation to the statements contained therein. We further confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company.

We have carried out our work on the basis of Restated Consolidated Financial Information and other documents, information in the public domain and information made available to us by the Company, which has formed substantial basis for this Statement.

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

We confirm that this Statement, including any annexures hereto, is for information and for inclusion in the Issue Documents or any other Issue-related material, and may be relied upon by the Book Running Lead Managers, the Legal Counsel to the BRLMs and the Legal Counsel to the Company.

We hereby consent to the submission of this Statement as may be necessary to the SEBI, RoC, the Stock Exchanges and any other regulatory authority and/ or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We consent to the inclusion of this certificate as a part of "Material Contracts and Documents for Inspection" in connection with the Issue, which will be available to the public for inspection and uploaded on the website of the Company from the date of the RHP until the Bid / Issue Closing Date and in the document repository platform established by SEBI and/or the Stock Exchanges, the RoC, and such other regulatory or statutory authorities, as may be required.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Managers until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the BRLMs, the Legal Counsel to the BRLMs and the Legal Counsel to the Company can assume that there is no change to the above information and accordingly, such information should be considered to be true and correct.

We hereby consent to this Statement being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We confirm that the information in this certificate is true, fair, accurate and correct in all material respects and there is no omission that would render the contents of this certificate misleading in its form or context.

All capitalized terms not defined herein will have the same meaning as ascribed to them in the Draft Red Herring Prospectus.

Yours faithfully,
For and on behalf of
M P P S & Co
Chartered Accountants
ICAI FRN: 0140400W

CA Prashant Modi
Partner
Membership Number: 139018
UDIN: 26139018EWLLUE8954
Place: Mumbai
Enclosed**:** As above

ANNEXURE A

Statement of Tax Benefits

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN INDIA

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term '*special tax benefits*' has not been defined under the SEBI ICDR Regulations, for this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in this Annexure. Any benefits under the taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure, have not been reviewed and covered by this statement.

I. Special Direct tax benefits available to the Company, its Material Subsidiary and the Shareholders of the Company

Statement of Special Direct Tax Benefits available to the Company, its Material Subsidiary and the Shareholders of the Company under the applicable tax laws in India

1. Outlined below are the special direct tax benefits available to the Company, its material subsidiary and the shareholders of the Company under the Income-tax Act,1961 as amended by the Finance Act, 2026 and Income-tax Rules, 1962 along with circulars and notifications issued thereon i.e. applicable for the Financial Year 2025-26 relevant to the assessment year 2026-27 and the Income Tax Act,2025 as amended by the Finance Act, 2026 and Income-tax Rules, 2026 i.e. applicable for Tax Year 2026-27 (collectively hereafter referred to as the "Direct Tax Laws") presently in force in India, as per the Direct Tax Laws.

2. Special direct tax benefits available to the **Company and its Material Subsidiary**

   The following special tax benefits are available to the Company after fulfilling conditions as per the respective provisions of the relevant tax laws.

   Concessional corporate tax rate:

   As per provisions of section 115BAA of the Income-tax Act, 1961, domestic companies are entitled to avail a concessional tax rate of 22% (plus 10% surcharge and 4% cess) upon fulfilment of certain prescribed conditions. This option once exercised, continues to apply for all subsequent assessment years. The concessional rate is conditional upon the company foregoing specified deductions and incentives as laid down in the Direct Tax Laws.

   Further, the provisions relating to Minimum Alternate Tax ("MAT") under section 115JB of the Income-tax Act, 1961do not apply to companies that opt for taxation under section 115BAA and, consequently, any carried-forward MAT credit also cannot be utilised.

   Further, Income-tax Act, 2025, has been enacted with effect from April 1, 2026, and section 115BAA of the erstwhile Income-tax Act, 1961 has been replaced by a similar section 200 under the Income-tax Act, 2025 and section 115JB of the erstwhile Income-tax Act, 1961 has been replaced by a similar section 206 under the Income-tax Act, 2025.

   Deduction in respect of additional employee cost:

   As per provisions of section 80JJAA of the Income-tax Act, 1961, an assessee who is required to get its accounts audited under section 44AB is entitled to claim a deduction of an amount equal to 30% of the additional employee cost (pertaining to a specified category of employees) incurred in the course of business in the previous year, for three consecutive assessment years including the assessment year relevant to the previous year in which such employment is provided, subject to fulfilment of the prescribed conditions therein. The deduction under section 80JJAA continues to be available even where the Company opts for the concessional tax regime under section 115BAA of the Income-tax Act, 1961.

   Further, Income-tax Act, 2025, has been enacted with effect from April 1, 2026, and section 80JJAA of the erstwhile Income-tax Act, 1961 has been replaced by a similar section 146 under the Income-tax Act, 2025

   Deduction in respect of inter-corporate dividends:

   As per provisions of section 80M of the Income Tax Act, 1961, a resident corporate shareholder can claim a deduction of an amount equal to dividends received from another domestic company or a foreign company or a business trust. Such deduction shall be claimed from gross total income of the resident corporate shareholder and shall 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 Income Tax Act, 1961. The deduction under section 80M is available even if domestic company opts for concessional tax rate under section 115BAA of the Income Tax Act, 1961.

Further, Income-tax Act, 2025, has been enacted with effect from April 1, 2026, and section 80M of the erstwhile Income-tax Act, 1961 has been replaced by a similar section 148 under the Income-tax Act, 2025.

3. Special direct tax benefits available to the **Shareholders of the Company**:

- In respect of resident shareholders, there are no special tax benefits available to the Shareholders under the Direct Tax Laws
- DTAA benefits: In respect of non-resident shareholders, the taxation and the tax rates shall be further subject to any benefits under the applicable DTAA, if any, between India and the country in which the non-resident shareholder has fiscal domicile and fulfilment of other conditions prescribed under the Direct Tax laws to avail DTAA benefits.

4. Notes:

- The above statement of special tax benefits sets out the provisions of the Direct 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.
- The above statement of special tax benefits is as per the current Direct Tax Laws relevant for Tax year 2026-27. Several of these benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Direct Tax Laws.
- The above statement covers only certain special tax benefits under the Direct Tax Laws, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his / her investment in the shares of the Company.
- In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, entered into between India and the country in which the non-resident has fiscal domicile.
- No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

II. Special Indirect tax benefits available to the Company, its Material Subsidiary and the shareholders of the Company

There are no special indirect tax benefits available to the Company, its Material Subsidiary and shareholders of the Company.

Notes:

The above Statement of Tax benefits sets out the special tax benefits available to the Company, its material subsidiary, and its shareholders under the tax laws mentioned above.

The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law.

This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

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.

This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders / investors are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India.

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, the industry-related information contained in this section is derived from the report titled "Strategic outlook on India's transformer market" dated June 2026 (the "CRISIL Report"), which has been prepared and issued by CRISIL, appointed by us pursuant to an engagement letter dated April 28, 2026, and exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with the Issue. The CRISIL Report is available on the website of our Company at www.tmc-india.com from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant financial year. For further details and risks in relation to commissioned reports, see "Risk Factors – Certain sections in this Draft Red Herring Prospectus contain information from the CRISIL Report, which has been commissioned and paid for by us for the purpose of the Issue. Reliance on information from the CRISIL Report for making an investment decision in the Issue is subject to inherent risks." on page 68. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 16.

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1 Overview of Global and Indian Macroeconomic landscape

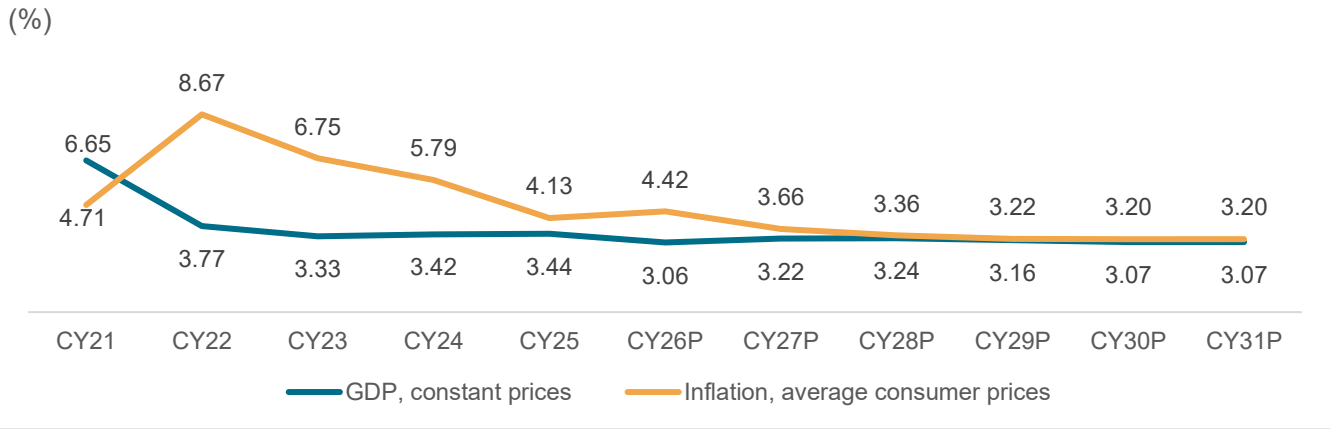
1.1 Global macroeconomics

1.1.1 Global gross domestic product trends

As per the International Monetary Fund (IMF) World Economic Outlook (WEO-April 2026), global growth is expected to remain at 3.1% and 3.2% in 2026 and 2027, respectively.

As per IMF, global inflation is expected to continue to decline, with headline inflation falling to 4.2% in 2025 and 3.7% in 2026. Inflation forecasts were revised upward in the United States (US) but downward in many other economies, consistent with the expectation that the shifting international trade landscape would imply a supply shock in the tariffing country and a demand shock in the tariffed countries.

Figure 1: Global GDP growth rate and inflation projections by IMF



Source: IMF World Economic Outlook database: (April 2026); Crisil Intelligence

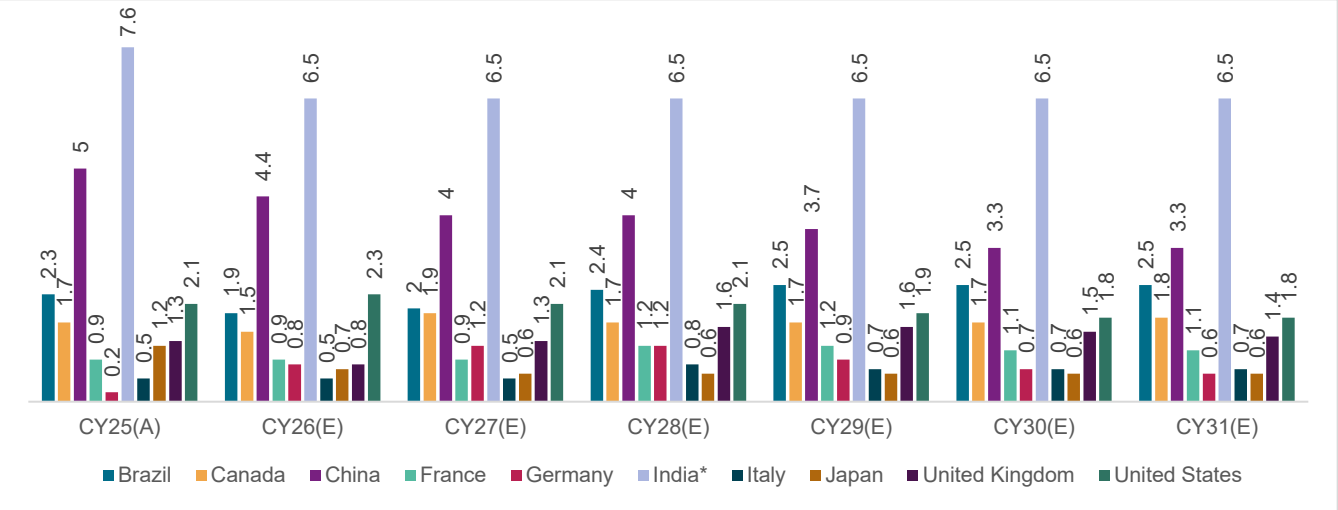
1.1.2 Outlook on GDP of key economies

The IMF outlook indicates a widening divergence in growth trajectory between advanced and emerging economies. India remains the fastest growing major economy with projected growth rate of 6.5% in 2026 supported by resilient domestic demand, services expansion and public investment. China is expected to maintain relatively strong growth at 4.4% in 2026.

Among advanced economies, growth is expected to remain subdued. Germany, Italy, Japan and the UK are forecast to grow below 1.0% reflecting weak industrial activity, soft consumer demand and the lingering effects of higher energy and borrowing cost. US is projected to outperform most advanced peers with 2.3% growth in 2026, aided by resilient consumption and investment.

The IMF also highlighted that global risks have shifted upward due to conflict related disruptions, elevated oil prices and uncertainty in global trade and financial markets. Several forecasts were revised downward compared with earlier expectations, particularly for commodity importing economies and regions vulnerable to energy shocks. However, the IMF emphasis that growth outcomes could improve if inflation moderates faster and geopolitical tension eases.

Table 1: Real GDP annual growth forecast for major economies (figures in %)



* *For India financial Year (April-March) CY 25 is Fiscal 2026; E: Estimated,*
Source: World Economic Outlook Database (April 2026) by IMF; Crisil Intelligence

1.2 Domestic macroeconomics

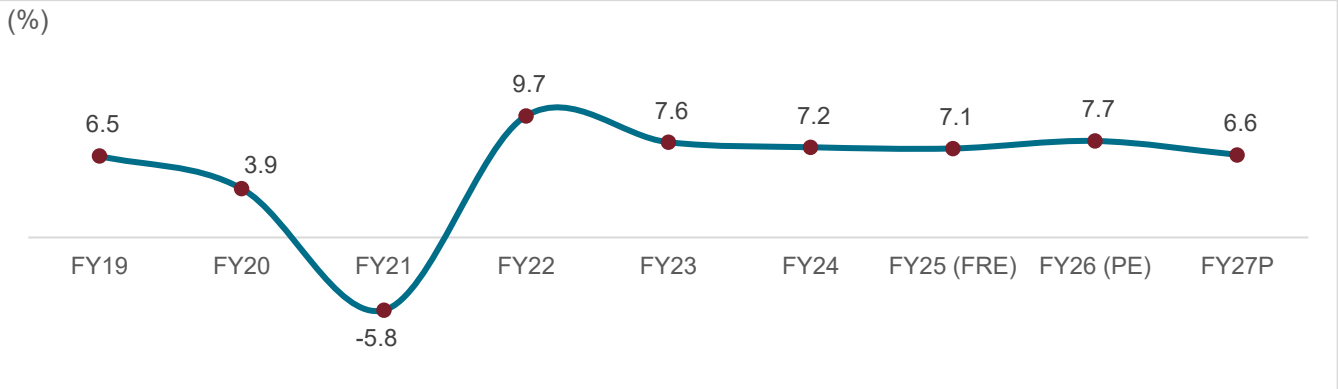
1.2.1 Real GDP growth in India

As per IMF's April 2026 WEO, India is the 6th largest economy globally by nominal gross domestic product (GDP) demonstrating remarkable economic resilience and growth momentum. Building on this strong foundation, India is projected to become the fourth-largest economy in fiscal 2027 by nominal GDP (IMF – WEO, Apr 2026) with the IMF estimating 7.6% real growth in fiscal 2026 and 6.5% in fiscal 2027, which is the highest among the top 10 economies. The IMF also expects India to become the world's third-largest economy by fiscal 2031, overtaking Japan and Germany. India's trajectory is not only strong in absolute terms, it is outperforming at scale, but even as large economies also face slower trend growth.

This robust growth is underpinned by strong domestic demand, prudent fiscal and monetary policies, and ongoing structural reforms in manufacturing, labor, and trade. Inflation has remained subdued, giving policymakers room to support growth, while foreign direct investment and capital markets have shown buoyancy. Despite some moderation in export growth and investment activity, India's outlook remains stable, demonstrating its capacity to adapt and thrive amid persistent global uncertainties.

As per Ministry of Statistics and Programme Implementation (MoSPI), India's real GDP is estimated to rise to Rs. 323.12 trillion in fiscal 2026, up from Rs. 299.89 trillion in fiscal 2025 and Rs. 280 trillion in fiscal 2024. This implies 7.7% growth in fiscal 2026, accelerating from 7.1% in fiscal 2025, a reflection of an economy still fundamentally powered by domestic consumption.

Figure 2: India's GDP growth trend



FRE: First revised estimates; PE: Provisional Estimates; P: Projected
Source: MoSPI, Crisil Intelligence

1.2.2 India's key economic indicators

With the conflict in West Asia continuing for nearly three months, Crisil Intelligence sees increasing downside risks to its base case GDP growth outlook for the current fiscal 2027. Crisil Intelligence expects India's GDP to grow 6.6% for fiscal 2027 (marginally higher than IMF forecast), compared with its earlier projection of 6.8%, and inflation to surge to 5.1% as the West Asia conflict extends to the fourth month with no lasting solution in sight.

In the base case, under the assumption that exports benefit from US tariff relaxations, and crude prices expected to rise to USD 90-95/bb in fiscal 2027, Crisil Intelligence expects the CAD to widen to 2.2% of GDP in fiscal 2027 as against a projected 0.8% of GDP in fiscal 2026. A healthy services trade surplus also keeps CAD manageable. However, there is an upside risk to Crisil's forecast. The ongoing conflict in the Middle East, its duration and scale will be critical to monitor.

In base case (where the conflict does not intensify or prolong), Crisil Intelligence expects the rupee to average 93.5 per dollar in March 2027 from Rs. 92.8 per dollar in March 2026. A higher current account deficit in fiscal 2027 will likely put pressure on the rupee. A prolonged West Asia conflict and escalating geopolitical uncertainties could keep foreign portfolio investors (FPI) flows volatile, adding to the pressure. As a result, the rupee is expected to remain volatile in the near term. In base case, Crisil Intelligence expects the 10-year G-sec yield to ease slightly to 7% by March 2027, up from 6.7% in March 2026 driven by elevated crude oil prices, increased pressure on government finances, tighter global financial conditions and volatile foreign capital flows.

Figure 3: Crisil's key projections

Parameter	FY19	FY20	FY21	FY22	FY23	FY24	FY25	FY26E	FY27P
GDP growth (%)	6.50%	3.90%	-5.80%	9.70%	7.60%	7.20%	7.10%	7.60%	6.60%
CPI (%, average)	3.40%	4.80%	6.20%	5.50%	6.70%	5.40%	4.60%	3.20%	5.10%
CAD/GDP (%)	-2.10%	0.90%	-0.90%	-1.20%	-2.00%	-0.70%	-0.60%	-0.80%	-2.20%
FAD/GDP (%)	3.40%	4.60%	9.20%	6.70%	6.40%	5.60%	4.80%	4.40%	4.30%
Exchange rate (Rs/$ March-end)	69.50	74.40	72.80	76.20	82.30	83.00	86.60	~92.80	~93.50
10-year G-sec yield (%, March-end)	7.50%	6.20%	6.20%	6.80%	7.40%	7.10%	6.70%	6.70%	7.00%

E: Estimated; P: Projected; CPI: Consumer Price Index-linked; CAD: Current account deficit; G-sec: Government security; FAD: Fiscal account deficit; #Budget estimates
Source: CSO, Reserve Bank of India (RBI), Crisil estimates

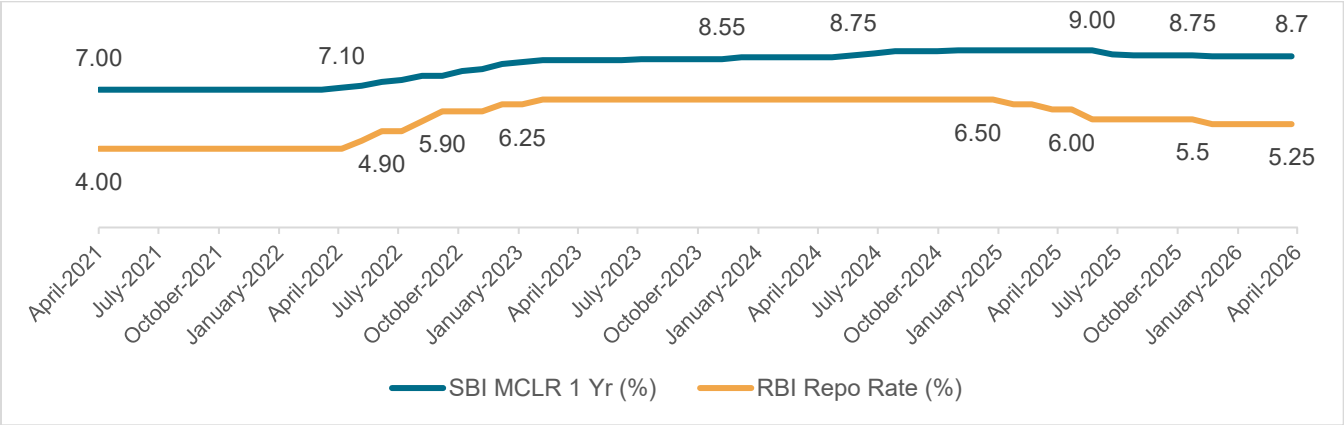
1.2.3 Outlook

1.2.3.1 Interest rates

The Monetary Policy Committee (MPC) of the RBI kept the policy rate unchanged at 5.25%, the standing deposit facility rate at 5.0% and the marginal standing facility rate at 5.5%. The committee also maintained its neutral stance in April 2026. It projects GDP growth to slow to 6.9% in fiscal 2027 with downside risks and inflation at 4.6% with upside risks. The RBI also forecasts core inflation at 4.4% for fiscal 2027.

Crisil Intelligence expects the committee to maintain an extended pause, as room for rate cuts is rapidly diminishing.

Figure 4: RBI rate cuts are pushing market interest rates lower (%)

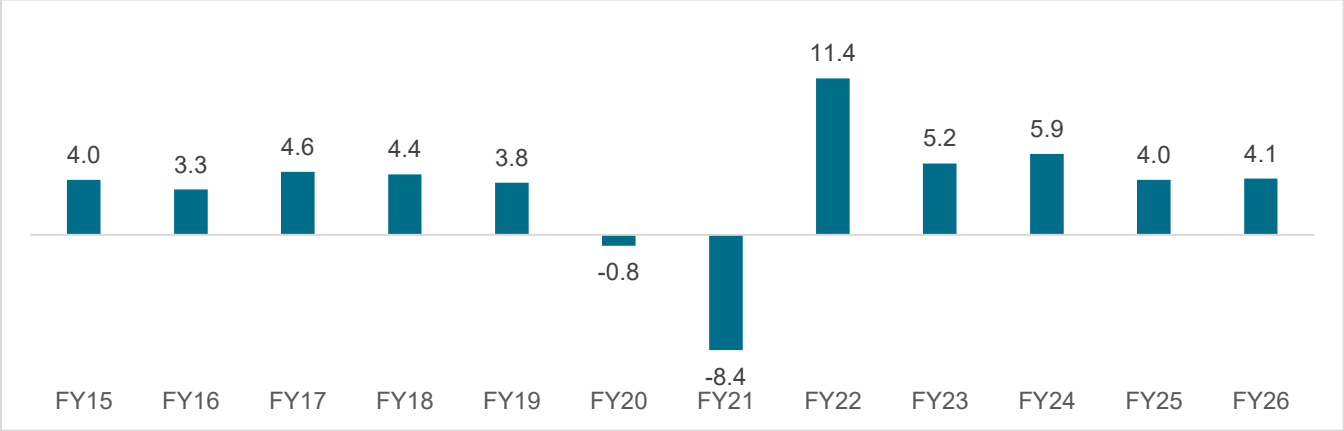


Source: RBI, SBI, Crisil Intelligence

1.2.3.2 IIP trend

The Index of Industrial Production (IIP) is an indicator that measures the changes in the volume of production of industrial products during a given period. On an annual basis, the IIP growth slowed to a 4-year low of 4.0% in fiscal 2025 from 5.9% in fiscal 2024. While in fiscal 2026, IIP growth remained broadly steady at 4.1% compared with the year-ago period, manufacturing growth strengthened to 5.0% from 4.1%.

Figure 5: Trend of Index of Industrial Production (%)



Source: NSO, MOSPI, Crisil Intelligence

IIP edged up to 5.2% on-year in February 2026 from 5.1% in January 2026, driven by stronger growth in manufacturing (6.0% vs 5.3%) but partially offset by slowdown in electricity (2.3% vs 5.1%) and mining (3.1% vs 4.3%).

A combination of higher prices and tighter supply of critical inputs due to the ongoing conflict in West Asia has imposed downside risks to industrial output. With gas (natural and liquefied gas) availability under pressure, the government has tried to ration supplies to industries. However, those with heavy dependence on gas and derivatives as key inputs could see disruptions in their output.

The surge in energy prices is another key challenge faced by manufacturers. Over the past three fiscals, a favourable input cost environment and improving domestic demand allowed firms to expand their margins steadily by 18-19%. That trend is now reversing. Rising input costs are emerging as a key pressure point, and uneven pricing power across firms may limit their ability to fully pass through costs.

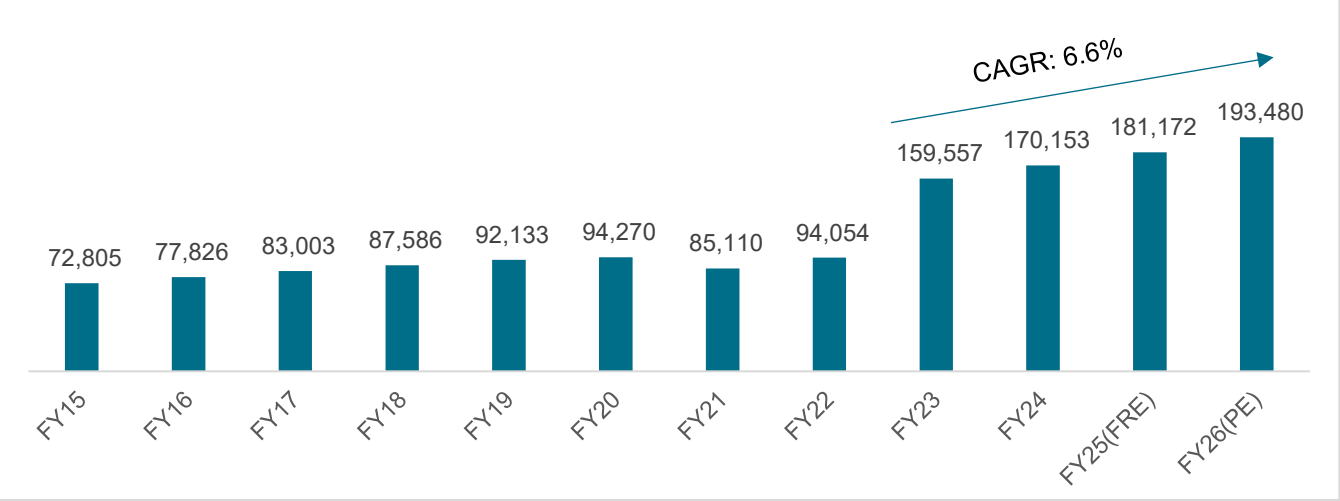
Healthy domestic demand scenario though provides a crucial buffer currently. The uncertainty due to the continuing turmoil in West Asia is not only casting a shadow over India's macroeconomic outlook but if extended, can also delay business decisions and deter the recovery in private investments.

1.2.3.3 Per capita GDP

As per NSO's revised estimates, India's per capita income at constant prices has increased to Rs. 193,480 in fiscal 2026 from Rs. 159,557 in fiscal 2023 with a CAGR of 6.6%.

While India's diverse demographic landscape, evolving agrarian base, and varied socioeconomic conditions across states present unique challenges, they simultaneously represent untapped potential for accelerated growth. The country's recent fiscal measures, emphasis on manufacturing through 'Make in India' and various packages for economic revival have helped India grow faster. Opportunities for employment, increased private consumption, along with positive consumer sentiments, are expected to support higher GDP growth and per capita national income in future.

Figure 6: All-India per capita net national income (at constant prices) (Rs.)



Note: The per-capita NNI from FY23 onwards is based on the revised base year of 2022-23, replacing the previous 2011-12 series
FRE: first revised estimates; PE: provisional estimates
Source: Economic Survey, NSO, MOSPI, Crisil Intelligence

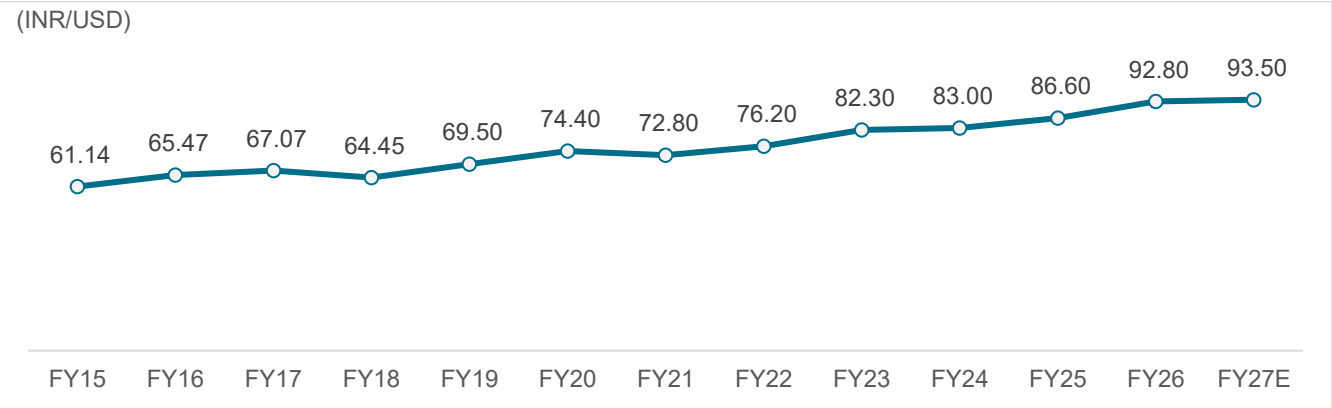
As per IMF, the GDP per capita of India at current prices for 2025 was USD 2,675 and is expected to cross USD 4,000 by 2030. As disposable income rises, household consumption pattern shifts from essential goods to energy intensive durables. At the same time, industrial activity expands significantly through sectors such as manufacturing, data centres, mobility, chemicals and infrastructure. India's electricity demand will continue growing among the fastest globally through the remainder of the decade, supported by industrial growth and increasing appliance ownership.

1.2.3.4 Exchange rates

The conflict in West Asia roiled the rupee, which depreciated sharply in March after a correction in February. It averaged 92.8 per dollar, a 2.2% decline from February's 90.7. The rupee depreciated to an average 95.6 against the US dollar in May 2026 from 93.6 in April 2026, as it faced pressure from continued FPI outflows.

Crisil Intelligence expects the rupee to average Rs. 93.5 per dollar in March 2027 from Rs. 92.8 per dollar in March 2026. Crisil Intelligence expects the rupee to strengthen from its current lows by the end of the fiscal, assuming the conflict abates. This aligns with the historical trend in currency volatility, where sharp depreciations are typically followed by a correction.

Figure 7: Trend in the exchange rate (annual average)



E: Estimated; Note: Monthly average of March
Source: RBI, Financial Benchmarks India Pvt Ltd, CEIC, Crisil Intelligence

1.2.3.5 Urbanisation

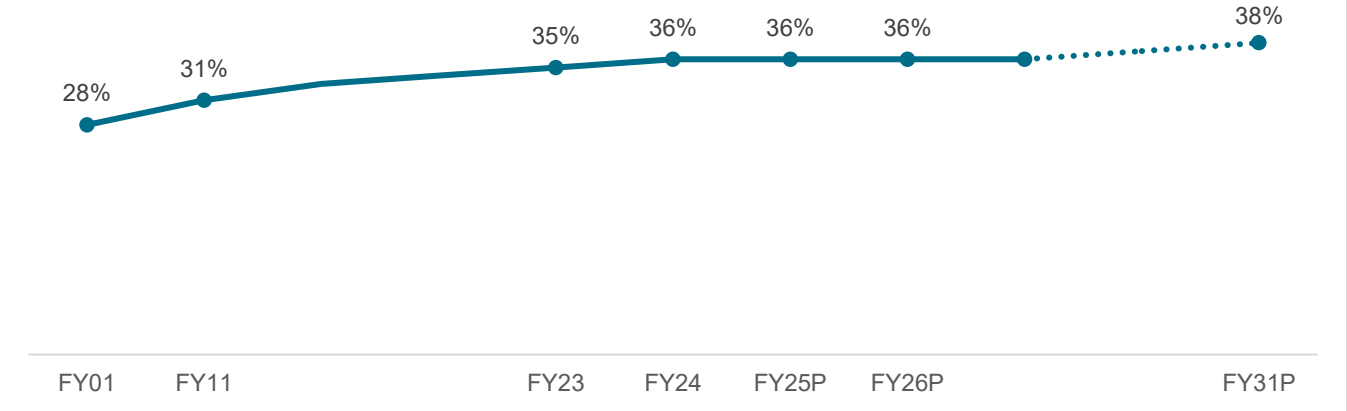
Urbanisation is one of the big growth drivers, as it leads to rapid infrastructure development, job creation, development of modern consumer services, and mobilisation of savings.

The share of the urban population in India in overall population, which stood at ~31% in 2011, has been consistently rising over the years, and is expected to reach 38% by 2031, spurring increasing consumer demand.

Indeed, urban consumption in India has shown signs of improvement and given India's favourable demographics, along with rising disposable income, the trend is likely to continue and drive the country's economic growth.

This accelerating urbanisation directly translates into surging demand for reliable and uninterrupted power supply. As cities expand and urban lifestyles become more electricity-intensive driven by increased use of air conditioning, home appliances, electric vehicles, and digital infrastructure, the pressure on India's power sector, particularly in transmission and distribution infrastructure (including transformers) intensifies significantly.

Figure 8: Urban population as a % of the total population of India



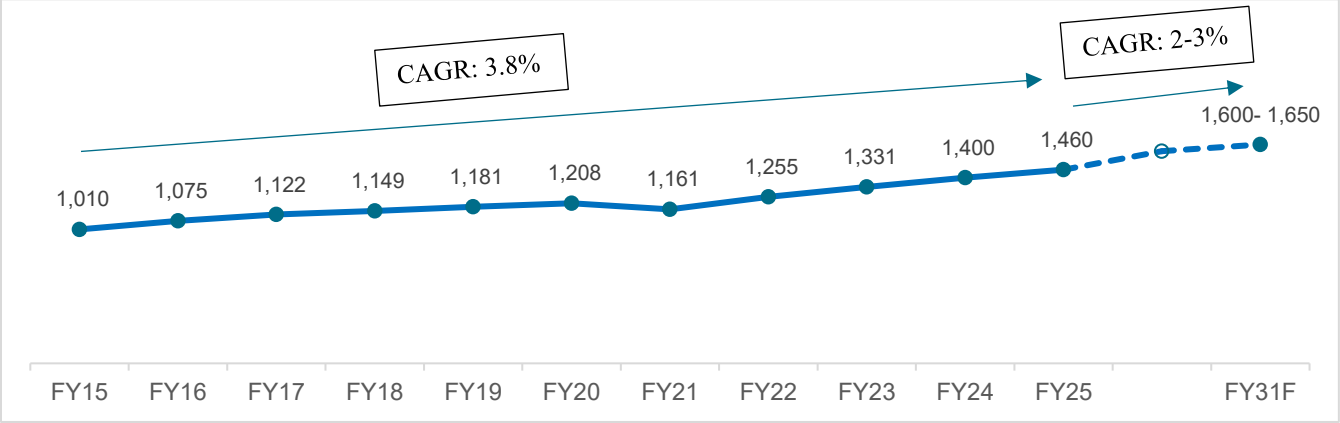
P: Projected
Source: Census 2011, Report of The Technical Group on Population Projections by Ministry of Health & Family Welfare (July 2020), Crisil Intelligence

1.2.4 Per capita electricity consumption

India's per capita electricity consumption has demonstrated a consistent upward trend over the past decade, increasing from 1,010 kWh in fiscal 2015 to a provisional 1,460 kWh in fiscal 2025 at a CAGR of 3.8%. This growth has been fueled by robust economic expansion, higher domestic consumption, and concerted efforts to extend electrification to rural and household sectors. The only notable interruption occurred during fiscal 2021, when the COVID-19 pandemic led to a temporary dip in demand, particularly from industrial and commercial users.

Looking forward, per capita electricity consumption is projected to continue rising at an annual rate of 2–3% through fiscal 2031. Key drivers include improved electricity access, rising household incomes, the growing adoption of electric vehicles, railway electrification, ongoing rural electrification, and increased use of consumer durables. As a result, Crisil Intelligence anticipates that per capita electricity consumption will reach approximately 1,600–1,650 kWh by fiscal 2031, reflecting India's ongoing economic development and the broadening of electricity use across sectors.

Figure 9: Per capita electricity consumption in India (in kWh)



F: Forecast
Source: Central Electricity Authority of India (CEA), Crisil Intelligence

As urbanisation and per capita electricity consumption rise together, the increasing demand for power infrastructure (including transformers) grows at multiple levels across generation, transmission, substations, and distribution infrastructure. This makes transformers one of the key enabling assets in India's long-term power infrastructure expansion.

1.3 Comparison of GDP and power growth in India

In energy economics, the relationship between these two metrics is often measured by the energy elasticity of GDP (how much energy demand grows for every 1% of GDP growth). Historically, India's energy requirement growth has closely tracked its GDP growth, reflecting the energy-intensive nature of a developing economy. However, the data reveals periods of divergence, highlighting shifts in energy efficiency, sectoral growth drivers (services vs. manufacturing), and external shocks like the pandemic.

During (fiscal 2010 – 2019), GDP growth generally remained robust (averaging around 6.5% to 8.5%). Energy requirement growth was positive but highly volatile, ranging from a low of 0.7% (fiscal 2014) to a high of 8.8% (fiscal 2012). Years like fiscal 2014 (GDP: 6.4%, Energy: 0.7%) and fiscal 2017 (GDP: 8.3%, Energy: 2.6%) show a decoupling. This often points to service-sector-led GDP growth (which is less energy-intensive than manufacturing), improvements in grid efficiency, or the early impacts of energy conservation initiatives (like the UJALA scheme for LED bulbs).

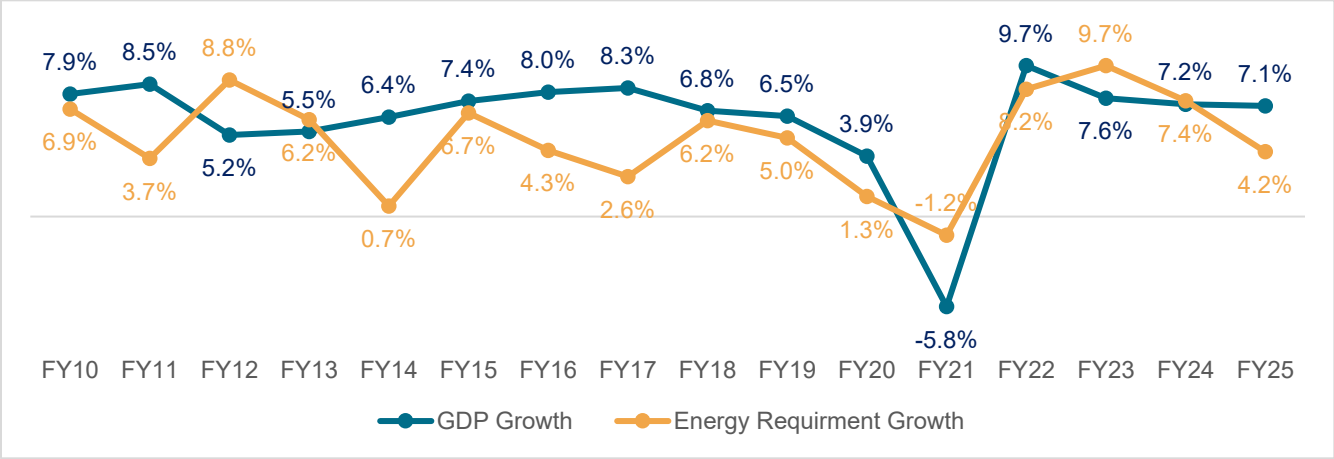
The economic slowdown was already visible before the lockdowns, with GDP dropping to 3.9% and energy growth flattening to 1.3% as industrial activity cooled. The strict COVID-19 lockdowns led to a rare simultaneous contraction in both metrics (GDP: -5.8%, Energy: -1.2%). Notably, energy demand didn't fall as drastically as GDP, because residential power demand (people staying at home) partially offset the collapse in commercial and industrial demand.

Fiscal 2022 saw a massive base-effect rebound (GDP: 9.7%, Energy: 8.2%). Fiscal 2023 is a standout year. Energy requirement growth (9.7%) significantly outpaced GDP growth (7.6%). This indicates an energy elasticity greater than 1. This surge was driven by a full industrial rebound, severe heatwaves driving unprecedented cooling demand, and the cumulative effect of newly electrified households coming online. Fiscal 2024 maintained strong parallel growth (GDP: 7.2%, Energy: 7.4%), confirming that the structural demand for power remains highly elevated in the post-COVID era. For fiscal 2025, while GDP growth remains structurally strong at 7.1%, energy requirement growth has moderated to 4.2%. This suggests a stabilisation of demand post-rebound, potentially aided by a normalised base, better energy efficiency, or a milder summer compared to the extremes of fiscals 2023 and 2024.

While India showed signs of decoupling GDP growth from energy growth in the mid-2010s (improving energy intensity), the fiscal 2022 and 2024 data show a strong recoupling. If India is to sustain ~7% GDP growth, the baseline energy requirement will likely continue growing at 5-7% annually. Factoring in urbanisation and per-capita consumption trends, this requires

massive capacity additions, particularly in renewables and energy storage, to ensure the grid can handle peak loads without stunting economic output.

Figure 10: Trend of GDP growth and increase in energy requirements



Source: MOSPI, CEA, Crisil Intelligence

1.4 India as preferred manufacturing destination

India has various advantages which makes it an attractive destination for global manufacturing investments. Some of these advantages are summarised below:

Government initiatives: The Central government has launched various initiatives such as "Make in India", "Startup India", and "Digital India" to promote manufacturing. These initiatives aim to create a business-friendly environment, improve infrastructure, and provide incentives for manufacturers.

Economic growth: India is one of the key large economies which is showing encouraging economic indicators. India is projected to become the fourth largest economy in the world in fiscal 2026, according to the IMF's World Economic Outlook April 2025. IMF has further estimated that India will be the world's third-largest economy by fiscal 2028 surpassing both Japan and Germany.

Demographic dividend: India has an added advantage of young population. It has a large and young population, with more than 65% of its population below the age of 35. This can help in providing the significant workforce required for the manufacturing sector.

Infrastructure development: The Indian government is investing heavily in infrastructure development, including roads, ports, and airports, which can improve connectivity and reduce logistics costs for manufacturers.

Increasing domestic demand: India's growing middle class and increasing consumer spending power are driving demand for manufactured goods, creating opportunities for domestic manufacturers.

Sunrise sectors: Sunrise sectors such as mobiles, computers and information technology, telecommunication devices, consumer electronics, transformers, aerospace and defence industries, automobiles are pushing the investment in manufacturing. Technological advancements and increased consumer demand for new and innovative products are driving the investments.

Competitive labour cost: India has a competitive labor cost advantage compared to other countries (especially western countries), making it an attractive destination for manufacturers looking to set up production facilities.

Digitalisation and Industry 4.0: The adoption of digital technologies like artificial intelligence, robotics, and the Internet of Things (IoT) can improve manufacturing efficiency, productivity, and competitiveness, driving growth in the sector.

Skilled workforce: India has a large pool of skilled engineers and technicians, which can support the growth of the manufacturing sector. Indian Government is also focusing on skill development through various initiatives such as National Policy on Skill Development & Entrepreneurship, Pradhan Mantri Kaushal Vikas Yojana, Craftsmen Training Scheme, National Apprenticeship Promotion Scheme, Entrepreneurship Training, Skill India Digital Hub platform etc.

Ease of doing business (EoDB): The Central government has taken various steps to provide simpler regulatory environment, compliance requirements, single window clearance and improve the ease of doing business. This helps manufacturers to set up and operate in the country efficiently. Improved EoDB (from 132nd rank in 2013 to 63rd rank in 2020) make it a favourable destination for manufacturing.

Growing exports: According to recent data from the Commerce Ministry, India's export competitiveness has witnessed notable advancements over the last five years, particularly in petroleum, precious stones, agrochemicals, and sugar. This growth has been marked by a surge in the country's share in global trade across these sectors, alongside other segments like electrical goods, tyres, and semiconductor devices.

China+1 Strategy: Global companies diversify their supply chains beyond China to mitigate geopolitical and operational risks—has emerged as a transformative opportunity for India's manufacturing sector. Triggered by the US-China trade tensions, COVID-19 pandemic disruptions, and growing concerns over supply chain concentration, multinational corporations are actively seeking alternative manufacturing hubs, positioning India as a prime beneficiary. India's competitive advantages including a large skilled workforce, improving ease of doing business, competitive labor costs, robust digital infrastructure, and the government's Production Linked Incentive (PLI) schemes across 14 sectors have made it an attractive destination for manufacturing relocation and expansion.

As a result of these, India's manufacturing sector has seen some of the new investments in production facilities (both greenfield as well as brownfield) by leading MNCs like Siemens, GE, Philips, Samsung, PepsiCo, ABB etc.

- Siemens Limited has planned the expansion of two Indian factories, augmenting its manufacturing capabilities namely Power Transformer factory in Kalwa and Vacuum Interrupter factory in Goa. The total Capex investment is projected to surpass Rs 10 billion
- GE Aerospace has set up Multi-Modal Facility (MMF) in Pune with an investment of USD 200 million
- Philips India inaugurated its innovation campus in Yelahanka, Bengaluru; It also planned a new R&D centre to expand its Healthcare Innovation Centre (HIC) in Pune, Maharashtra
- On June 7, 2017, Samsung announced an investment of Rs. 49.15 billion to add new capacity at the Noida plant in Uttar Pradesh
- ABB India in February 2023, inaugurated its new state-of-the-art factory in Nashik, Maharashtra doubling its Gas Insulated Switchgear (GIS) production capacity
- In April 2024, PepsiCo India, a leading global consumer packaged goods company, announced an investment of Rs. 12.66 billion in India to establish a state-of-the-art flavour manufacturing facility in Ujjain, Madhya Pradesh
- Jaguar Land Rover, a subsidiary of Tata Motors has started production from Pune Plant
- Mercedes-Benz India's production facility in Chakan near Pune
- Rolls-Royce Engineering Centre (Aerospace) at Bangalore and Engineering Centre (Power Systems) at Pune

2 Overview of Indian Power and Renewable Sector

2.1 India's power system structure

India's power system is structured in three linked layers—generation, transmission and distribution—designed to move electricity efficiently from diverse sources to end users. Generation comes from a mix of thermal (coal/gas), hydro, nuclear, and rapidly growing renewables such as solar, wind and biomass, with output produced typically at medium voltages (around 11–33 kV) and then stepped up for bulk transfer.

Transmission operates at both central (inter-state) and state (intra-state) level. The Inter-State Transmission System (ISTS) forms the national backbone that transfers large power blocks across regions, while the Intra-State Transmission System (InSTS) carries power within a state and interfaces between the ISTS and local networks. Transmission is typically executed at high and extra-high voltages (commonly 132 kV, 220 kV, 400 kV and above) to reduce losses and enable long-distance transfer.

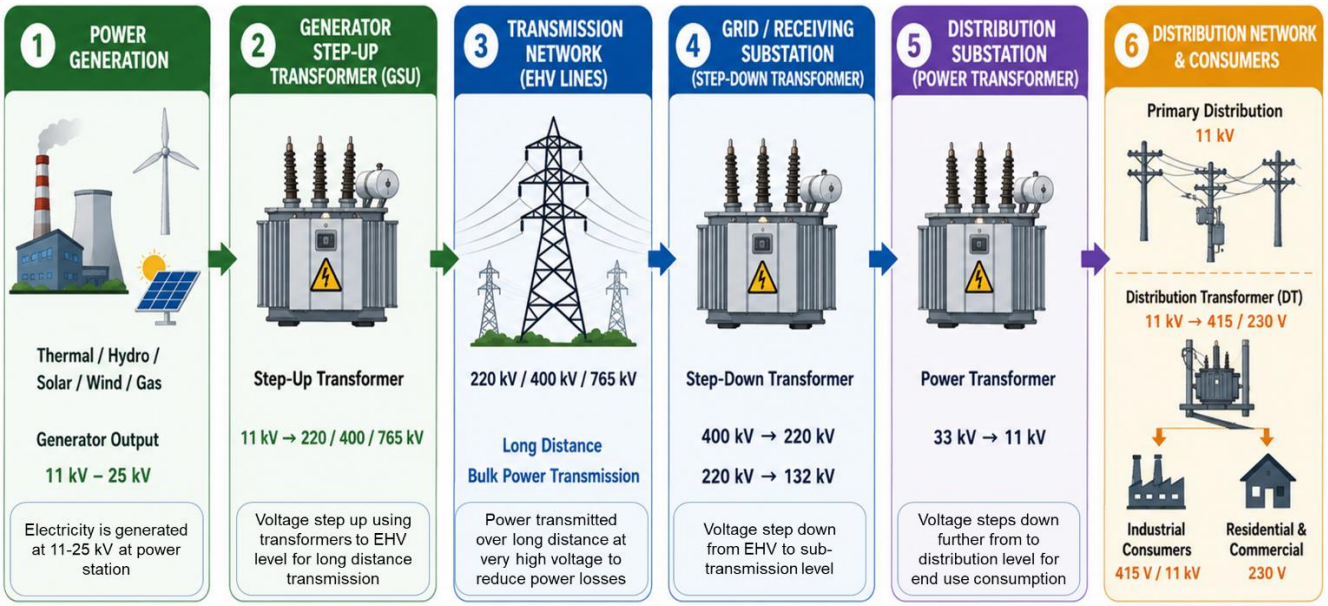
Distribution then steps power down through grid substations to sub-transmission and primary distribution levels (often 66/33/11 kV), and finally through distribution transformers to low voltage supply for consumers (typically 415/230 V).

The Transmission and Distribution (T&D) system in India operates at several voltage levels:

- Ultra-high voltage (UHV): 800 kV, 1,200 kV
- Extra high voltage (EHV): 765 kV, 400 kV and 220 kV
- High voltage (HV): 132 kV and 66 kV
- Medium voltage (MV): 33 kV, 11 kV, 6.6 kV and 3.3 kV
- Low voltage (LV): 1.1 kV, 220 volts and below

Across all layers, power transformers are essential enablers. At generation switchyards they step up voltage for economical evacuation; in transmission substations they step voltage up/down to match corridor and regional requirements and support reliable interconnection; and in distribution they provide the final step-down to safe utilisation voltages while helping manage voltage regulation, network loading and supply quality at the consumer end.

Figure 11: Typical structure of power system voltage level in India



Source: Crisil Intelligence

2.2 India's position in global power sector

India has made noteworthy progress in strengthening its energy sector in recent years. The country is successfully balancing the twin goals of meeting rising electricity demand and promoting sustainability. According to the International Energy Agency (IEA), 85% of the increase in global electricity demand over the next three years will come from emerging and developing economies. As one of the fastest-growing major economies, India plays a vital role in the global energy transition.

As per US Energy Information Administration (US EIA), India is the third-fastest growing country globally in power generation over the last five years (2020–2024), after China and the US. Further, as per IRENA, India is the third-largest electricity consumer and the fourth largest in terms of installed RE capacity globally.

In terms of total installed capacity, India stands at third position after China and USA. India added about 87 GW of capacity between 2020-24 which is 4.5% of total capacity addition globally.

Table 2: Installed capacity of major countries (in GW)

Countries	2020	2021	2022	2023	2024	CAGR
China	2,225	2,401	2,586	2,949	3,377	11.0%
USA	1,143	1,179	1,201	1,235	1,284	2.9%
India	375	393	410	428	462	5.4%

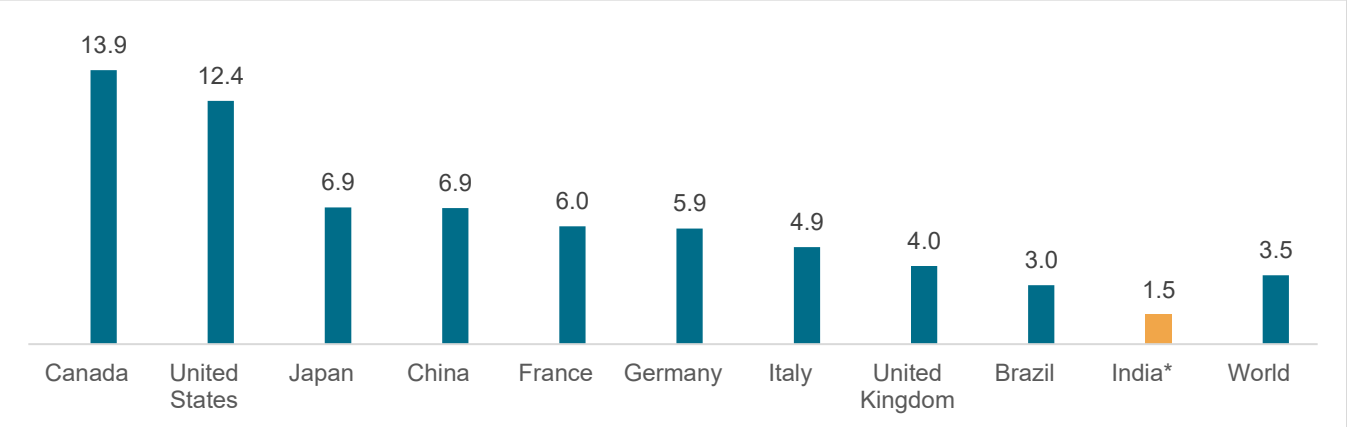
Countries	2020	2021	2022	2023	2024	CAGR
Japan	342	342	350	353	353	0.8%
Germany	243	251	257	273	287	4.2%
Brazil	196	208	223	244	265	7.9%
Canada	155	157	160	161	162	1.1%
Rest of world	3,131	3,258	3,346	3,439	3,568	3.3%
Total	**7,811**	**8,189**	**8,533**	**9,082**	**9,758**	**5.7%**

Note: Latest data till 2024 only.
Source: US EIA, CEA for India, Crisil Intelligence

Globally, mature economies such as the US and Europe are witnessing a resurgence in electricity demand after years of relatively flat growth, driven by rapid AI adoption, hyperscaler data centre expansion, electrification, and advanced manufacturing investments. According to the IEA, electricity demand in advanced economies is expected to grow materially through 2030, with data centres accounting for a significant share of incremental consumption. Against this backdrop, India's competitive power costs, scalable land availability, improving digital connectivity, and policy support position it as an attractive destination for data centre and digital infrastructure investments, further strengthening its already robust domestic power demand trajectory.

Historically, India's per capita electricity consumption has been roughly a third of the global average, but this is accelerating rapidly due to appliance penetration, E-Mobility transition, and digitalisation. The convergence of these two trends will have several profound impacts on India's power ecosystem including surge in peak demand, massive capex in power generation as well as transmission and distribution for grid modernisation.

Figure 12: Per capita electricity consumption compared with world 2024 (MWh)



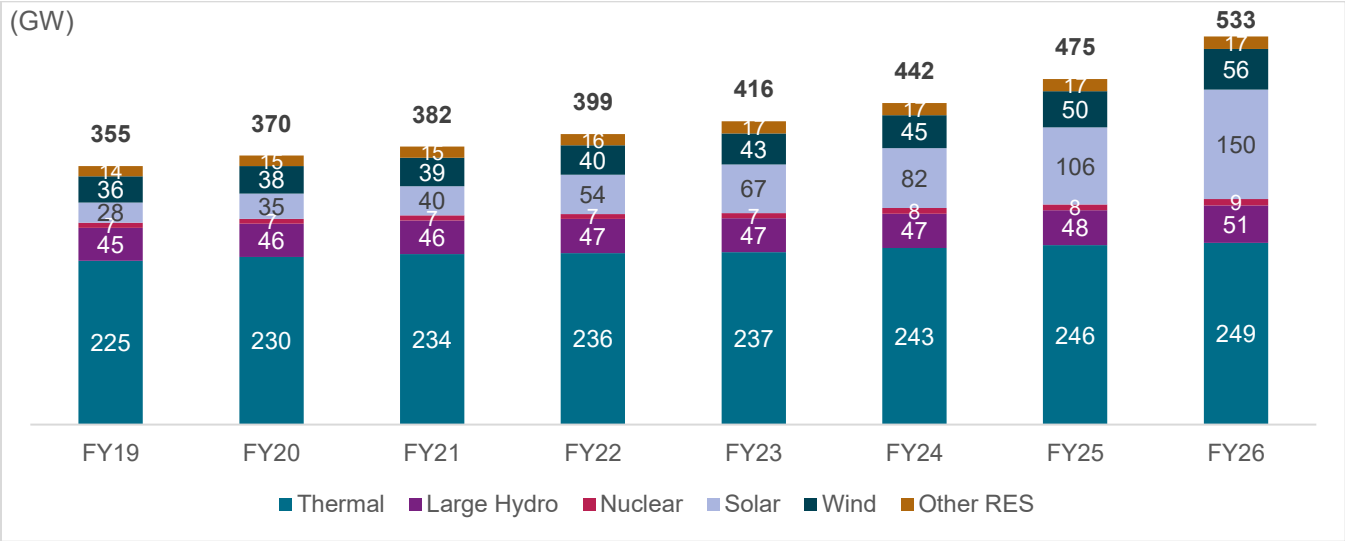
* *India as per CEA for fiscal 2025*
Source: EIA, Crisil Intelligence

Despite being the world's third-largest electricity consumer, India has had the lowest per-capita electricity consumption among the top 10 global power-consuming countries, indicating substantial headroom for demand growth. The twin forces of rapid urbanisation and rising per capita electricity consumption are set to fundamentally reshape India's power sector, driving unprecedented growth in power demand and necessitating massive capital expenditure. India is undergoing one of the largest urban transitions in history. As the urban population expands, the structural demand for power changes dramatically leading to infrastructure and real estate boom and demand from smart cities and municipalities.

2.3 Review of India's installed electricity generation capacity

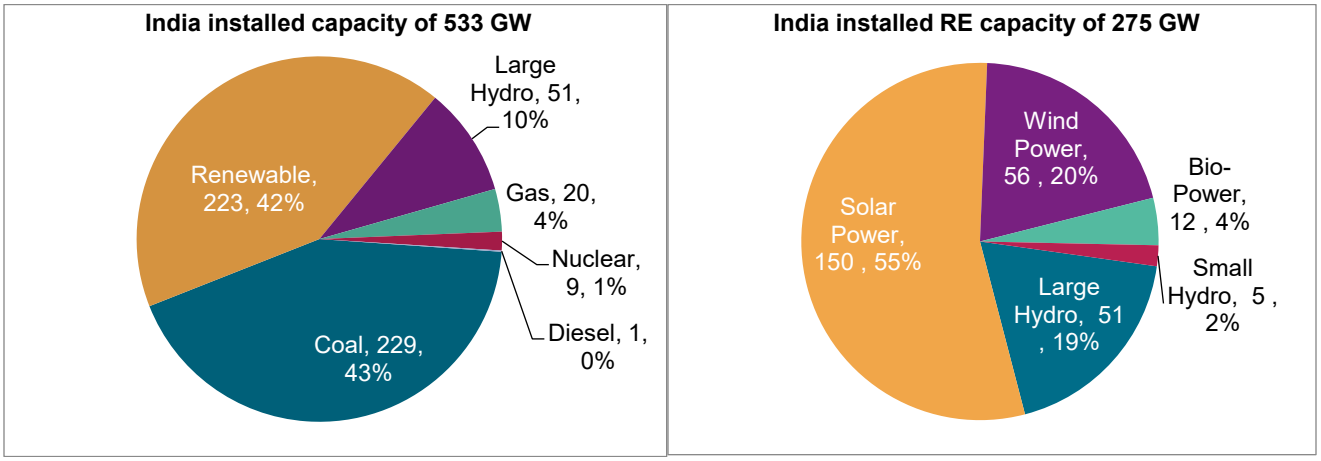
The total installed generation capacity as of March 2026 was 533 GW, of which ~178 GW of capacity was added over fiscal 2019-2026. The overall installed generation capacity has grown at a CAGR of 6.0% over the same period. Thermal based installed power generation capacity has maintained its dominant position over the years and accounts for 46.8% as of March 2026. However, RE installations (including large hydroelectric projects) have reached 275 GW, compared with 63 GW as of March 2012, constituting ~51.6% of total installed generation capacity. This growth has been led by solar power, which rapidly rose to ~150 GW from 0.9 GW over the same period.

Figure 13: Historical Fuel-wise installed capacity



Thermal include coal, lignite and gas; Other Renewable energy sources (RES) include biogas, bagasse, small hydro and waste-to-energy
Source: CEA, Crisil Intelligence

Figure 14: Details of source wise installed capacity as of March 2026 (GW, % share)

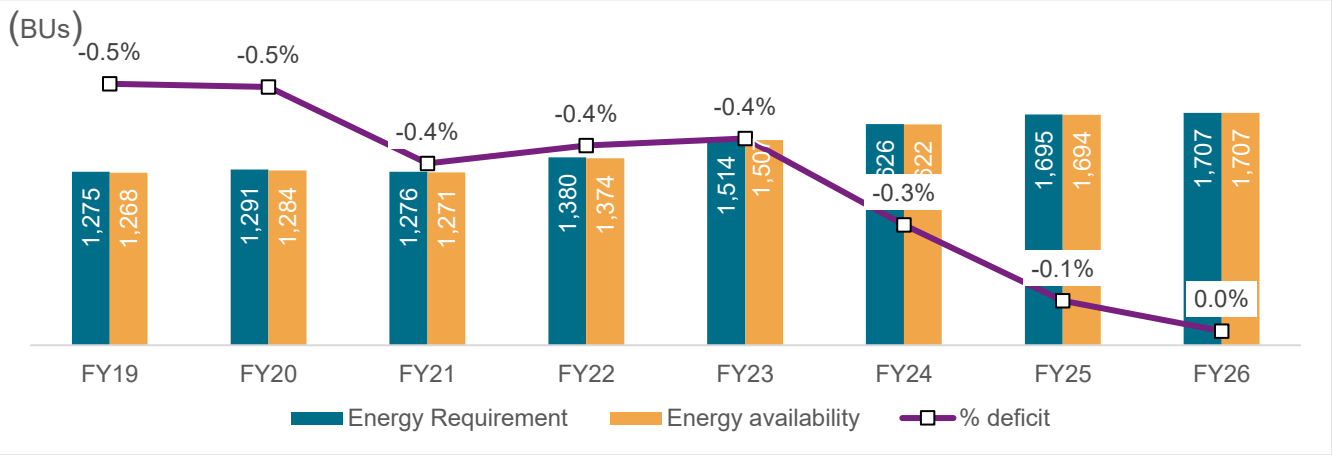


Source: CEA, Crisil Intelligence

2.4 Review of existing power demand-supply scenario

India's electricity requirement and availability have risen at a CAGR of 4.3% between fiscals 2019 - 2026. The energy deficit declined to 0.03% in fiscal 2026 from 0.5% in fiscal 2019 due to an increase in capacity addition growth of 6.0% over the same period. Strengthening of inter-regional power transmission capacity over the past five years has supported the rapid fall in deficit levels as it reduced supply constraints on account of congestion and lower transmission corridor availability.

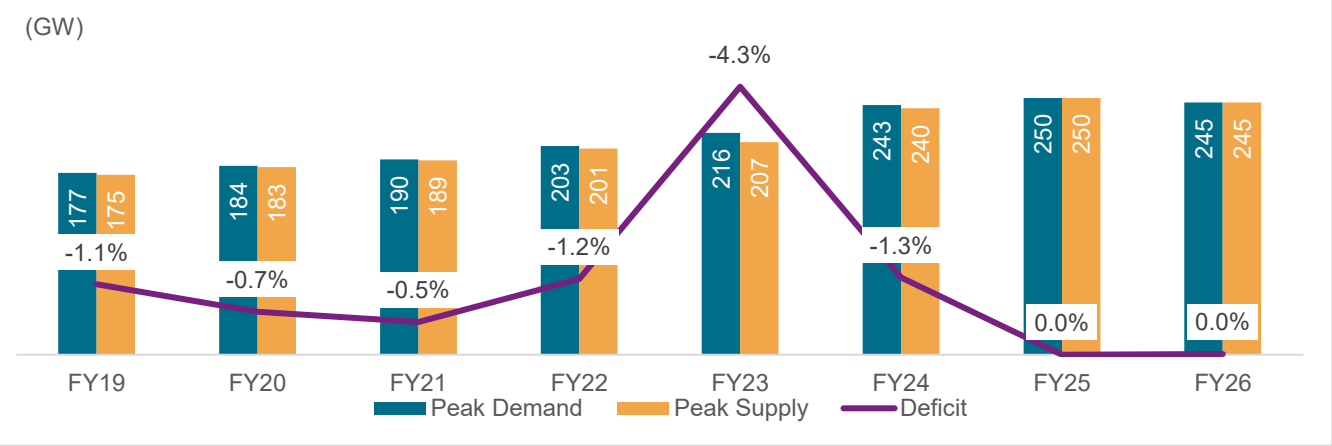
Figure 15: Aggregate power demand supply



Source: CEA, Crisil Intelligence

Peak electricity demand in India has grown from 177 GW in fiscal 2019 to 250 GW in fiscal 2025 clocking an average growth rate of 5.9%. The constant rise in peak demand can be attributed to economic growth, seasonal vagaries, and an increasing daily average temperature that India has experienced over the last decade. In January of fiscal 2026, peak power demand surged to 245 GW, surpassing the previous summer peak of 243 GW recorded in June 2025. This increase was primarily driven by heightened heating requirements during a severe cold wave in North India.

Figure 16: Peak power demand and supply



Source: CEA, Crisil Intelligence

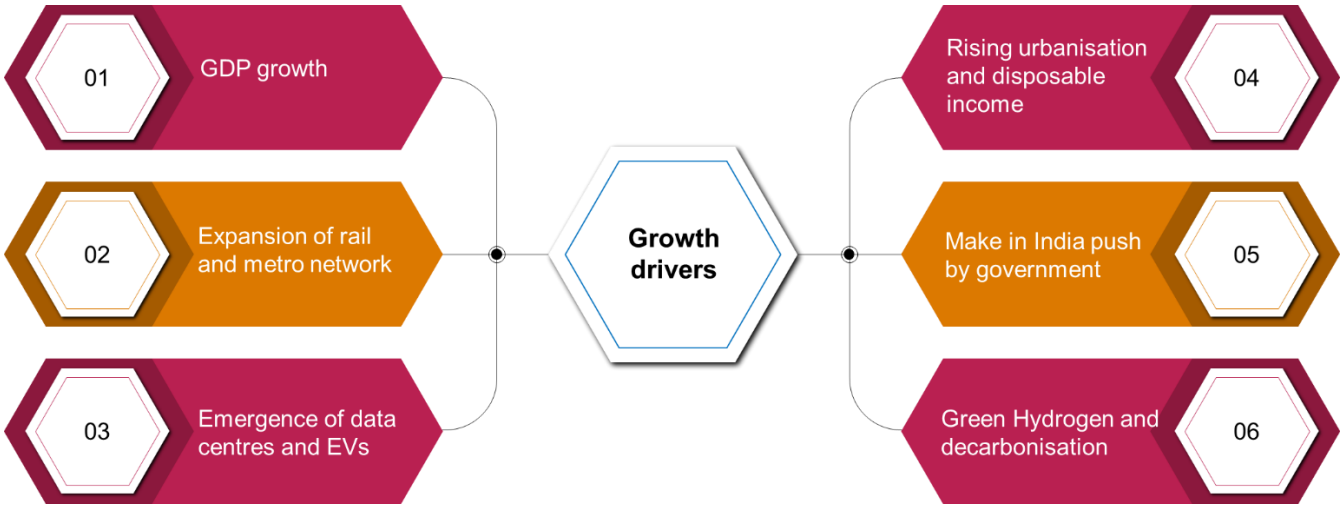
2.5 Power sector growth outlook

2.5.1 Long-term drivers for demand growth

Power demand is also closely associated with a nation's gross domestic product. A booming economy automatically results in bolstering power demand. In the decade between fiscals 2015-2025, India's GDP has grown by ~10% CAGR and is ranked 6th globally as per IMF report. India's economy is expected to continue to expand with industrial activity gradually picking up over the medium term. Apart from this power demand growth would be further fueled by railway electrification, upcoming metro projects, growing demand from charging infrastructure due to faster adoption of electric vehicles, and higher demand from key infrastructure and manufacturing sectors. This demand upcycle is also likely to have positive spillovers for allied power equipment and ecosystem players such as transformers, generators, switchgear, cables and conductors, EPC contractors, and other grid and balance-of-plant suppliers who are well positioned to benefit from increased capacity addition, grid augmentation, and network modernisation.

Government spending on infrastructure through the National Infrastructure Pipeline, commissioning of the dedicated freight corridors, expansion of the services industry, rapid urbanisation, and increased farm income from agriculture-related reforms are key macroeconomic factors boosting power demand.

Figure 17: Factors influencing power demand



Source: Crisil Intelligence

GDP Growth and industrial expansion

India's economic growth is expected to remain in the range of 6–7% annually over the next five to six years, which will continue driving industrial electricity consumption. Expansion in sectors such as steel, cement, chemicals, textiles, refineries, and infrastructure construction will remain one of the largest contributors to incremental electricity demand. Industrial electricity consumption already accounts for 40–45% of India's total electricity usage, and with manufacturing expansion under industrial corridor and infrastructure programs, additional demand from GDP-linked industrial growth alone could increase by 250–350 BU cumulatively by fiscal 2031. Rising peak demand from heavy industries and commercial activity is also expected to push higher transmission and transformer requirements across industrial clusters.

Expansion of rail and metro network

The government's goal of achieving 100% railway electrification by fiscal 2026 largely completed, with ~99.6% of electrification works completed as of March 2026. Going forward, the next leg of incremental demand is expected to be driven by over 950 – 1,000 km of under-construction/proposed metro rail projects, which could add an average of ~4–6 BUs of electricity demand annually by fiscal 2031.

Emergence of data centres and EVs

India's data centre market is witnessing rapid expansion due to growth in AI, cloud computing, OTT platforms, fintech, telecom, and digital services. Hyperscale data centres are highly power-intensive and require continuous high-quality electricity supply along with backup infrastructure. India's installed data centre capacity is expected to more than double during the next five to six years, especially in Mumbai, Chennai, Hyderabad, Bengaluru, Pune, and NCR regions. It may contribute around 35–50 BU annually by the end of the decade. Further, increased adoption of electric vehicles will require expanded charging infrastructure, adding ~40–50 BU of demand by fiscal 2031.

Rising urbanisation and disposable income

India's urban population and middle-income households are expanding rapidly, resulting in higher residential and commercial electricity consumption. Rising disposable income is driving increased penetration of air conditioners, refrigerators, kitchen appliances, electric water heaters, elevators, and consumer electronics. Cooling demand is expected to emerge as one of the largest electricity growth segments, particularly due to rising temperatures and increasing urban heat effects. Commercial real estate, malls, office complexes, hospitals, airports, and metro-connected cities are also contributing to electricity demand growth.

Make in India push by the Government

The government's manufacturing-focused initiatives such as PLI schemes, semiconductor manufacturing incentives, renewable energy equipment manufacturing, battery manufacturing, electronics production, and defence manufacturing are expected to

significantly increase industrial power consumption. New manufacturing plants, industrial parks, logistics hubs, and export-oriented industrial clusters will require reliable high-capacity electricity infrastructure.

Green Hydrogen and Decarbonisation

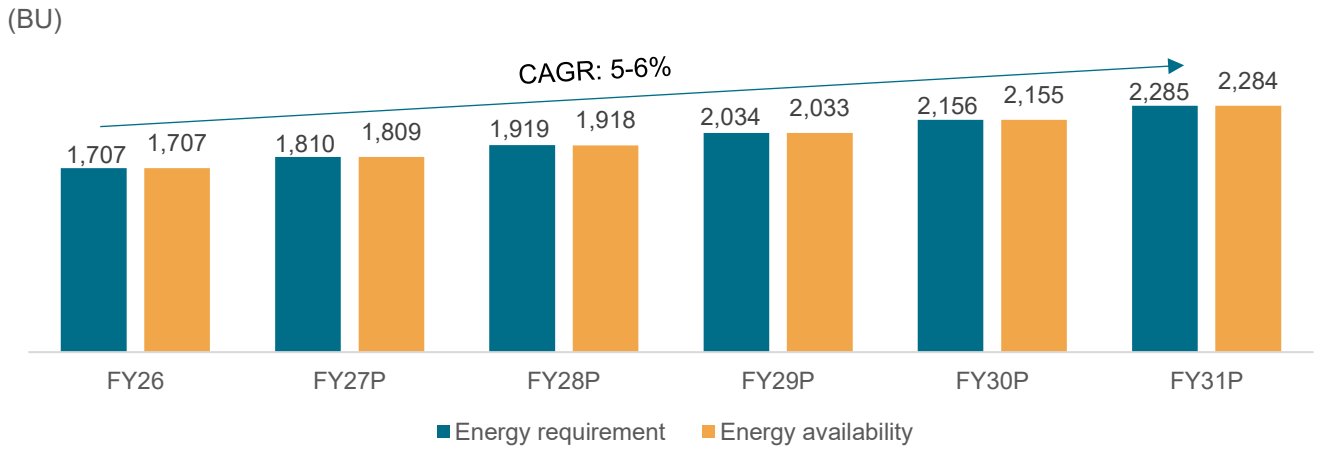
Green hydrogen production is expected to become a major long-term electricity demand driver because electrolysis is extremely power-intensive. Under the National Green Hydrogen Mission, India aims to produce around 5 million metric tonnes of green hydrogen annually by 2030. Producing green hydrogen at this scale may require 100–125 BU of renewable electricity annually depending on electrolyzer efficiency and operating factors. In addition, industrial decarbonisation through electrification of processes in steel, fertiliser, refining, and chemicals sectors will further increase electricity demand. Combined decarbonisation-linked demand, including green hydrogen, could contribute 120–160 BU of incremental electricity consumption by fiscal 2031.

Even as overall electricity demand remains robust, a portion of the incremental requirement from the grid (and consequently from commercial utility-scale generators) is expected to be moderated by structural improvements and rising self-supply. Increasing energy efficiency, a reduction in technical losses over time, and rising off-grid renewable generation are likely to shift part of consumption away from grid-supplied power without materially reducing underlying demand, which will continue to be met through a mix of grid and non-grid sources. That said, India's power market remains set for sustained growth, and capacity expansion and grid planning will need to keep pace with rising electrification and new loads while factoring in efficiency-led moderation and captive renewable penetration.

2.5.2 Outlook on energy requirement

Crisil Intelligence expects power demand growth to normalise but remain strong, expanding at a CAGR of 5-6% over the next five years. This outlook is supported by infrastructure-linked capex, resilient economic fundamentals, and a broader power footprint enabled by strengthening transmission and distribution infrastructure. In parallel, ongoing reforms aimed at improving the health of distribution utilities are expected to enhance the quality and reliability of supply further supporting consumption growth. While energy demand is set to rise steadily, system planning is increasingly driven by peak demand which is growing faster and is more sensitive to weather and urbanisation trends.

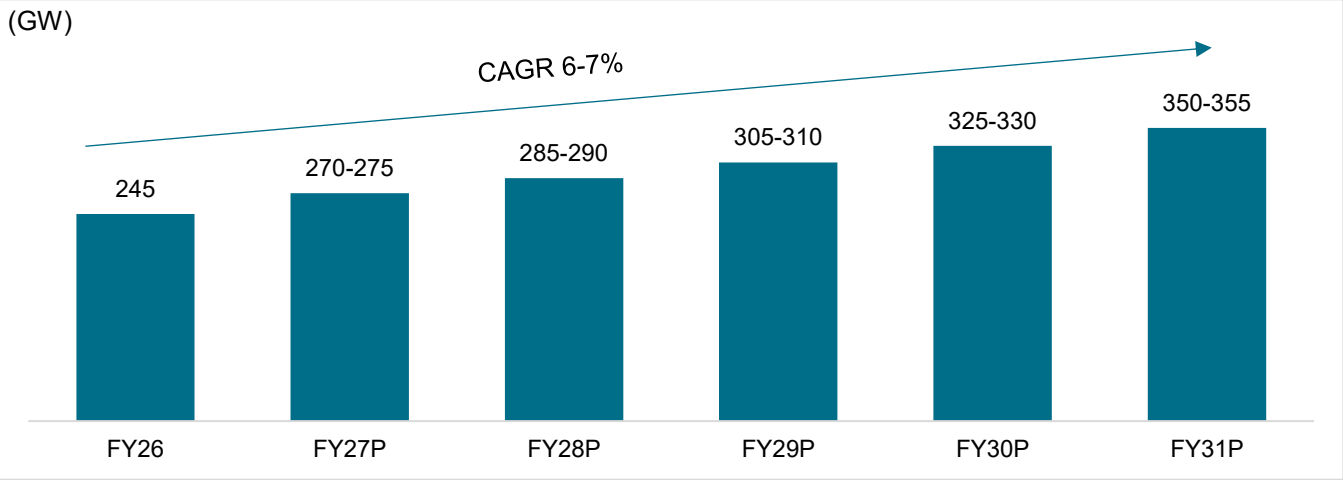
Figure 18: Energy demand outlook (fiscals 2026-31)



P: Projected, Source: CEA, Crisil Intelligence

Peak demand is expected to grow at an annual average CAGR of 6-7% between fiscal 2026 - 2031, reaching 350-355 GW by fiscal 2031. Persistent high temperatures, rising urbanisation, economic growth, and the infrastructure push are expected to keep peak loads elevated. Despite India's significant strides toward becoming a power-surplus nation, peak power deficits cannot be completely ruled out, especially during high-demand summer months or in specific regions.

Figure 19: India-Peak demand to increase to cross 350 GW by fiscal 2031



P: Projected, Source: CEA, Crisil Intelligence

Meeting higher peaks reliably, especially with a rising share of variable renewables requires not just generation and storage, but also a transmission backbone that can move power across regions and maintain grid stability.

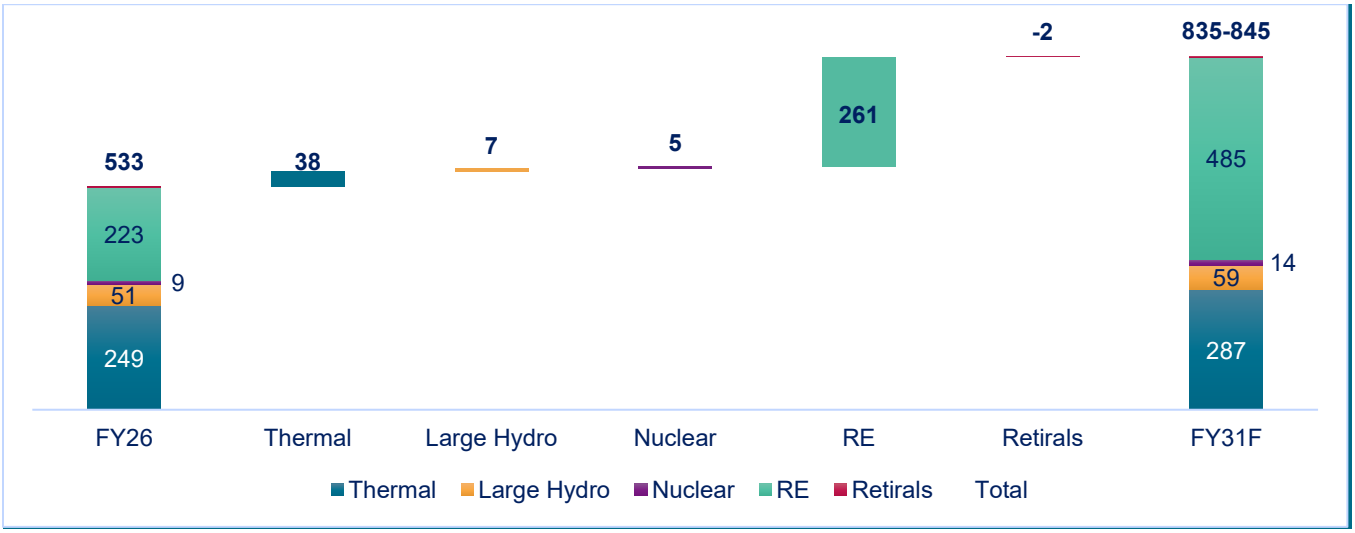
2.5.3 Capacity addition outlook

Over 80% of the new capacity additions will be from RE by fiscal 2031 as RE capacity (excluding large hydro) is expected to add ~264-274 GW, supported by government initiatives, favourable policies, competitive tariffs, innovative tenders, and enabling infrastructure such as green energy corridors. As a result, total installed capacity is expected to reach ~835–845 GW by fiscal 2031, with renewables (excluding large hydro) accounting for over 52-57% of the mix.

As the system prepares for higher peaks, the need for firm and flexible power capacity additions are expected to broaden beyond renewables alone. Conventional capacity additions are projected at ~35–40 GW during fiscals 2027–2031, supported by planned projects to meet peak demand and replace ageing coal plants. Nuclear additions of ~4–6 GW and hydro additions of ~5–10 GW are expected during the period. A defining feature of the next phase of capacity build-out is the acceleration in storage.

Crisil Intelligence expects that approximately 50–55 GW of energy storage solutions (includes pumped hydro storage and battery energy storage system) will be added between by fiscals 2031. These additions are expected to play a critical role in supporting renewable energy targets and mitigating challenges associated with intermittent and variable power generation.

Figure 20: All India installed estimated capacity addition by fiscal 2031 (in GW)



RE includes solar, wind, small hydro, and other renewable sources
Source: CEA, Crisil Intelligence

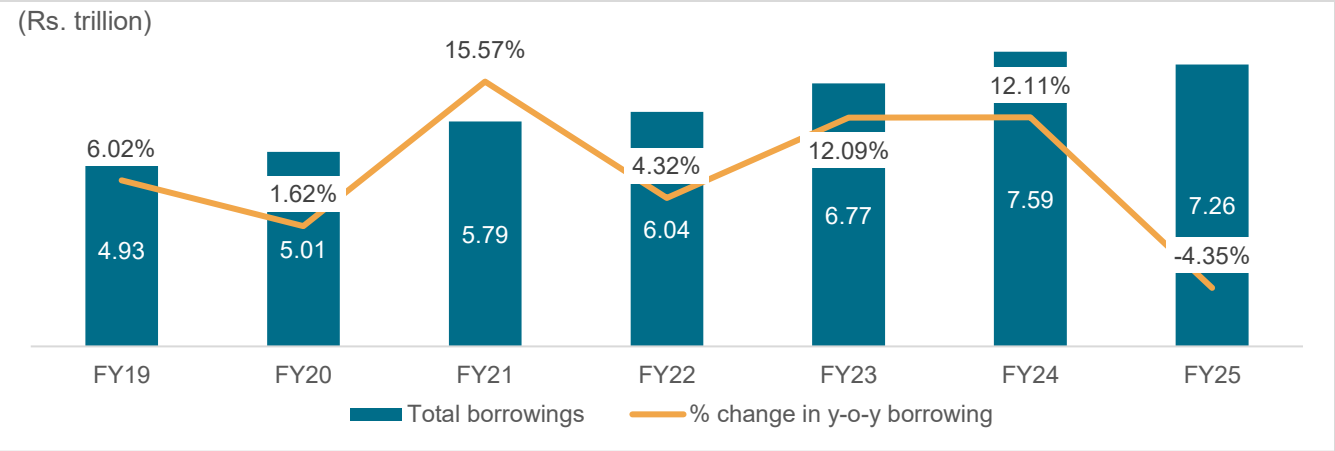
India's renewable energy transition creates a distinctly different power equipment demand profile from the China-style, manufacturing-led infrastructure cycle. Rather than demand emerging in a largely sequential manner, India's rapid scale-up of utility-scale renewables, distributed generation, storage, and urban load growth is driving simultaneous investment across the grid. This requires high-voltage transformers for renewable evacuation and inter-state transmission, power and inverter-duty transformers for storage integration, and distribution transformers for last-mile network strengthening and rising local load density. As a result, transformer demand is becoming broader, more diversified, and more persistent across product categories, supported not by a single end market but by the parallel build-out of transmission, storage, and distribution infrastructure.

2.6 Financial health of discoms

2.6.1 Current state of discoms financial health

As per PFC's Report on Performance of Power Utilities for fiscal 2025, Profit/(Loss) on accrual basis for distribution utilities improved from loss of Rs. 270 billion in fiscal 2024 to profit of Rs 27 billion in fiscal 2025. Total borrowings by distribution utilities decreased from Rs 7.59 trillion as on March 31, 2024 to Rs 7.26 trillion as on March 31, 2025.

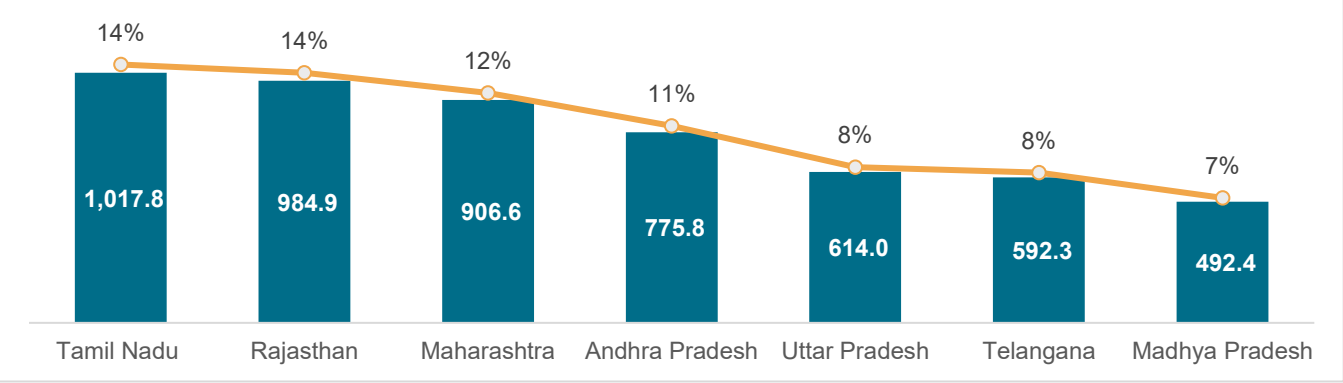
Figure 21: Total borrowings for discoms



Source: MoP, PFC, Crisil Intelligence

Improving discom financials will directly enable the release of deferred distribution transformer capex that was previously suppressed during periods of financial stress. This backlog of procurement, once unlocked, is layered with new demand driven by ongoing urbanisation and grid strengthening initiatives. As a result, this combination is expected to sustain above-trend distribution transformer ordering over the next two-three years, supporting the growth of the distribution infrastructure, and ensuring reliable power supply across the country.

Figure 22: Key states total borrowings for discoms in fiscal 2025 (Rs Billion)



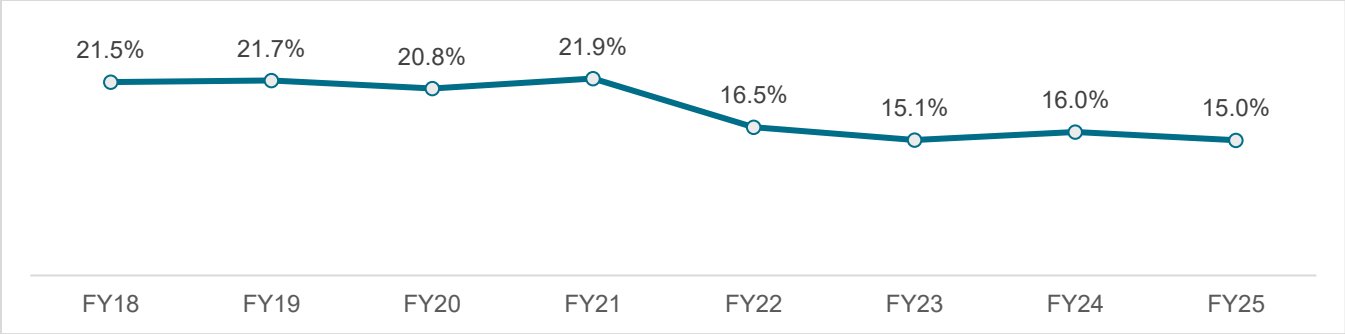
Source: MoP, PFC, Crisil Intelligence

The AT&C losses for distribution utilities improved from 21.9% in fiscal 2021 to 15.0% in fiscal 2025. Billing efficiency improved marginally from 86.8% to 87.6% in fiscal 2025. However, the collection efficiency decreased from 97.6% in fiscal 2023 to 97.0% in fiscal 2025.

A key lever for improving distribution performance is the reduction of technical losses, which forms a vital component of AT&C losses. In this context, transformer manufacturers play a critical role in improving grid efficiency by supplying transformers with lower no-load and load losses, thereby reducing energy dissipation across the network particularly as capacity additions and load growth increase transformer utilisation.

The ability of transformer manufacturers to support grid-loss reduction, however, hinges on robust design and engineering capabilities. Manufacturers with robust R&D, electromagnetic design expertise, and process control are better positioned to develop and supply high-efficiency transformers that meet tighter loss norms, operate reliably under varying load profiles, and support utilities' broader grid modernisation and loss-reduction programs.

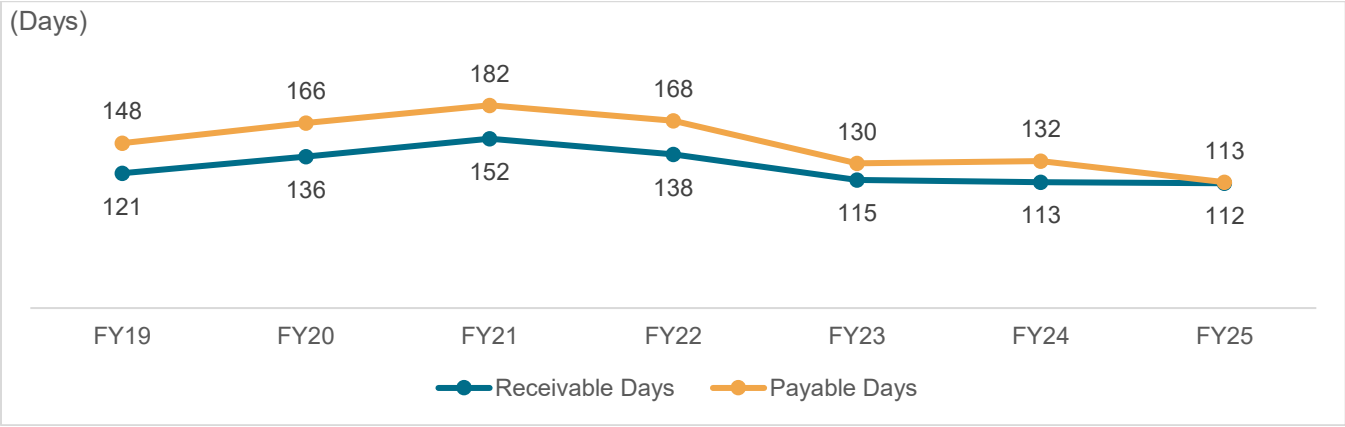
Figure 23: AT&C loss trajectory (%)



Source: PFC, Crisil Intelligence

The Discom receivable days rose from 121 days in fiscal 2019 to 152 days in fiscal 2021, while payable days increased from 148 days to 182 days during the same period. This deterioration was likely driven by delayed subsidy disbursements, weak collection efficiency and liquidity stress. From fiscal 2022 onwards, both metrics improved significantly, with receivable days declining to 112 days and payable days to 113 days in fiscal 2025. The implementation of LPS Rules, 2022 played a key role in reducing overdue payables by enforcing payment discipline. Further, the improvement was supported by stronger collection efficiency, government liquidity support measures and reforms aimed at improving Discom's financial sustainability.

Figure 24: Receivable and payables days trend for Discoms



Source: PFC, Crisil Intelligence

2.7 Overview of RE capacity additions in India

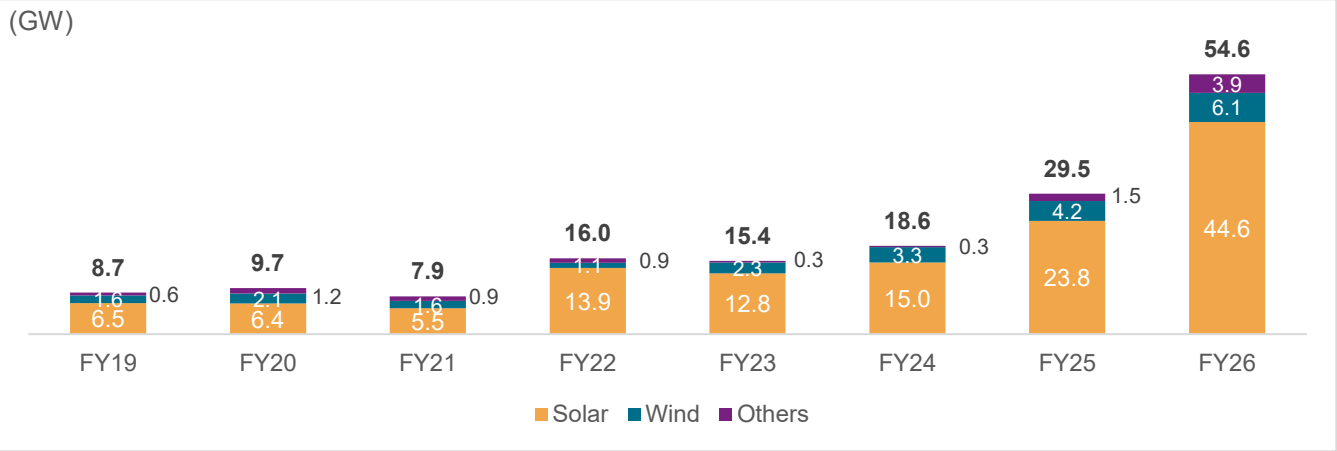
Renewable sources are a clean source of energy as they do not burn like fossil fuels, preventing the release of pollutants into the air. Increasing use of RE would help avoid carbon emissions and thereby restrict global warming. Further, the wide availability of these resources makes them less susceptible to depletion unlike conventional sources of energy. Key renewable sources include solar, wind, large hydro along with small hydro, biomass, and bagasse-based power.

Renewable energy installed capacity (including large hydro) have increased to ~275 GW as of March 2026, as compared with ~63 GW as of March 2012, led by various central and state-level incentives. As of March 2026, installed grid connected RE generation capacity (including large hydro) in India constituted ~52% of the total installed generation base in India. This growth

has been led by solar power, which has grown to ~150 GW from merely ~0.9 GW over the discussed period (i.e., from March 2012).

With the increased support of the Government and improved economics, the RE sector has become attractive from an investor's perspective. During fiscals 2019 to 2026, India added around ~160 GW of RE (incl. large hydro) capacities. The installed RE (incl. large hydro) capacity has grown from ~123 GW in fiscal 2019 to 275 GW in fiscal 2026, at a CAGR of ~12.2%. Solar segment led the capacity additions with cumulative additions of ~129 GW followed by wind ~22 GW during the same period. The other RE sources added ~6.7 GW during the same period.

Figure 25: Historical annual RE capacity additions in India



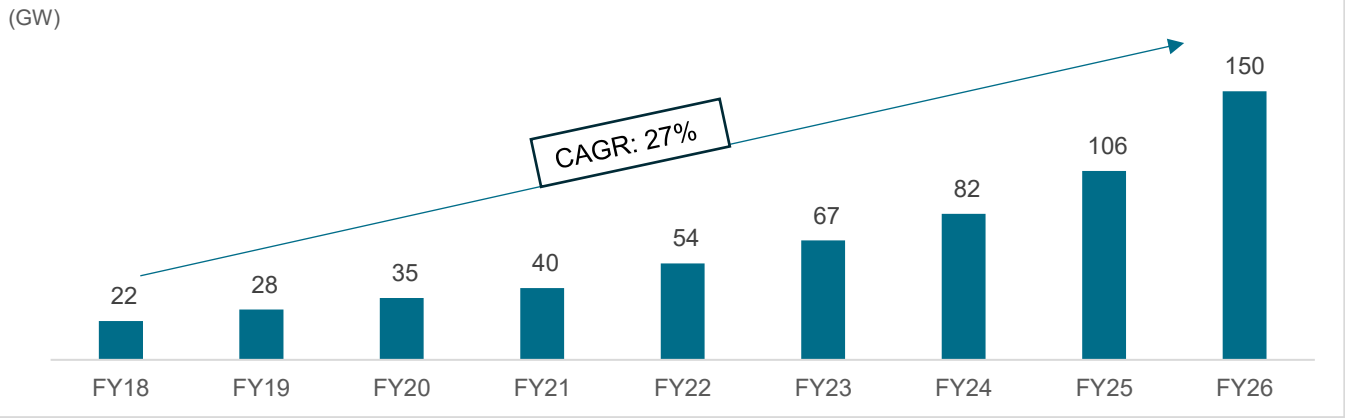
Others include large-hydro, small-hydro, biomass and waste-to-energy
Source: CEA, MNRE, Crisil Intelligence

2.7.1 Overview and outlook on Solar capacity additions in India

Solar sector growth in India primarily spurred by robust government backing, demonstrated through an aggressive tendering strategy. Some of the key catalysts include technological advancements, affordable financing, supportive policies, thrust on go-green initiatives/sustainability targets, cost optimisation due to increased grid electricity tariffs, subsidy initiative (especially in rooftop solar) and various incentives such as ISTS charge waiver.

Growth in the solar power sector over the last five years has been robust. About 129 GW of solar capacity was added in the segment over fiscals 2018-2026, registering a CAGR of ~27%, although starting from a low base.

Figure 26: Trend in cumulative solar capacity installation in India

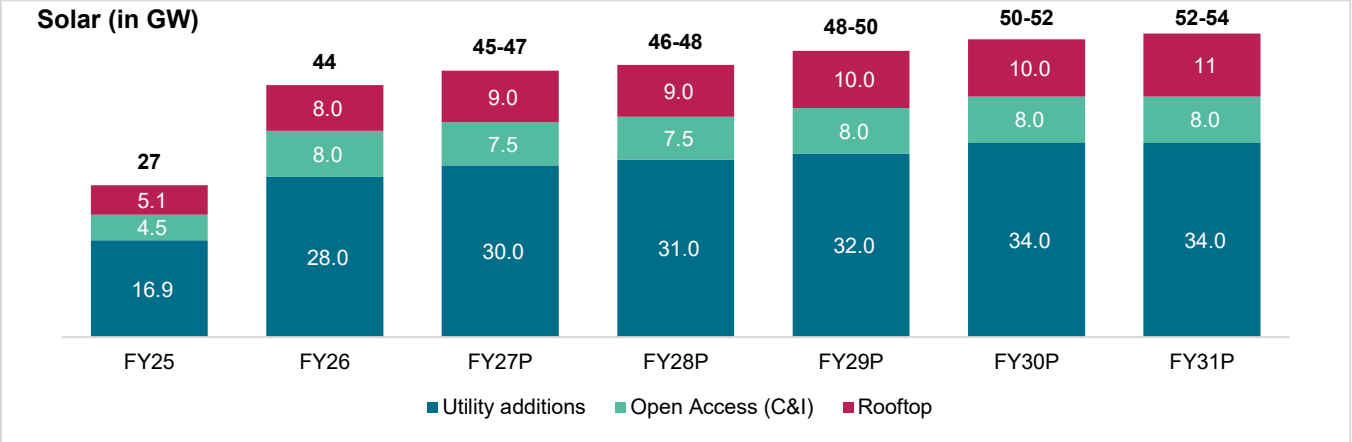


Source: MNRE, CEA, Crisil Intelligence

Crisil Intelligence expects 230-250 GW of solar capacity additions over fiscal 2027-2031. This will be driven by State and Central Schemes such as RPO, ISTS Scheme, Government targets for 2030, Push by PSUs, rooftop solar and open access projects etc. Crisil Intelligence's outlook factors in the prevailing market dynamics, where regulatory/policy support is key.

The renewable energy domain is highly dependent on policy support, and any uncertainty surrounding this could restrict capacity additions.

Figure 27:India-Annual expected solar capacity addition

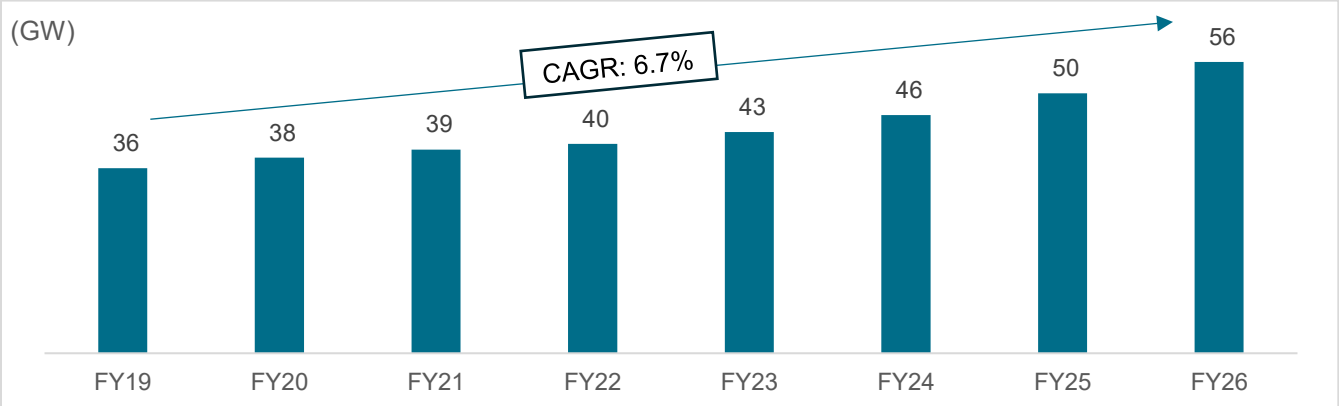


P: Projected; Source: Crisil Intelligence

2.7.2 Overview and outlook on wind capacity additions

India has the fourth largest installed wind power capacity in the world, with ~56.1 GW as of March 2026. Wind power accounted for nearly 10.5% of India's total installed power generation capacity. Wind power capacity is mainly spread across the southern, western, and northwestern states of India. Leading states in wind power installations include Tamil Nadu, Gujarat, Maharashtra, Rajasthan, and Karnataka.

Figure 28: Trend in cumulative wind capacity installed in India

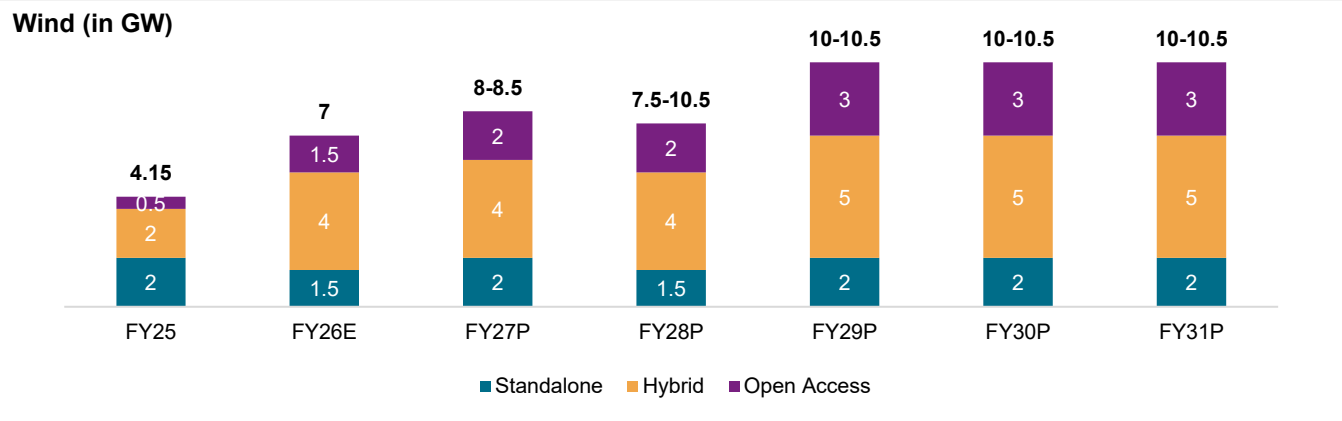


Source: MNRE, CEA, Crisil Intelligence

Crisil Intelligence expects capacity additions of 45-46 GW over fiscals 2027-2031. Crisil Intelligence expects additions of 9.0-9.5 GW from standalone wind and 21.5-22.0 GW from mixed resources wind component to be commissioned by fiscal 2031, factoring in delays due to evacuation infrastructure, etc.

Owing to India's ambitious clean energy targets declared under Nationally Determined Contributions (NDC), focus on clean segments such as wind is expected to continue coupled with a large pipeline existing in the segment. Capacity additions over the long term will also be driven by increased hybrid tenders, storage and new business model-based tenders, and central government allocations under relatively strong off-takers such as SECI, NTPC, SJVN and NHPC which also reduces risk compared with direct exposure to state discoms. State allocation, on the other hand, has slowed as several states have instead signed power sale agreements (PSAs) with PTC and SECI for procurement of wind power to help fulfil their non-renewable purchase obligation targets.

Figure 29: India - Annual expected wind capacity addition



E: Estimated; P: Projected; Source: Crisil Intelligence

2.7.3 Overview of battery energy storage system

Energy storage technologies could play a vital role in smoothing out the delivery of variable or intermittent resources like wind and solar energy. By storing excess energy during periods of high generation and use of the same during high demand period thereby ensuring grid stability. This balancing effect helps ensure a more consistent and reliable energy supply, reducing dependence on immediate availability and improving overall grid stability.

Battery Energy Storage Systems (BESS) is a form of storage technology which has gained traction in the last few years. BESS can be installed easily, requires less time for setup, and can be used for a wide range of grid support activities, such as energy time shift, distribution deferral, and energy arbitrage etc. The technology is yet to achieve its full potential to provide grid support services, and comes with high investment cost and changing technology, and therefore has associated risks. Over the last 5-6 years, the government has taken several initiatives to promote energy storage through standardisation of the policy and regulatory framework by issuing guidelines, regulations, changes in bidding mechanisms, etc.

In September 2023, the government approved the VGF scheme for development of 4,000 MWh of BESS capacity by fiscal 2031. In April 2025, due to decline in battery prices, the capacity of the scheme increased to 13,200 MWh without any change in the budgetary allocation. Subsequently, in June 2025, the Central government approved additional VGF worth Rs. 54 billion for setting up 30 GWh of BESS. The scheme will provide financial support to 15 states and NTPC, allocating Rs. 1.8 million/MWh for each project. Of the total 30 GWh target, 25 GWh will be distributed among 15 states to meet their energy storage needs, while 5 GWh will be allocated to NTPC to optimise existing thermal generation and transmission infrastructure and supply electricity during non-solar hours reliably and cost-effectively.

In February 2025, the MoP issued an advisory requiring new solar power projects to incorporate energy storage systems to enhance grid stability and reduce power costs. The advisory, sent to state governments, central generating stations, and renewable energy agencies, mandates that all future solar tenders include co-located ESS with a minimum of two-hour storage, equivalent to 10% of the installed solar capacity. By implementing this requirement, the MoP expects to add about 14 GW/28 GWh storage capacity by 2030.

According to the CEA's Long-Term National Resource Adequacy Plan, energy storage installed capacity of 174 GW/888 GWh (BESS of 80 GW/321 GWh and PSP of 94 GW/ 567 GWh) is envisaged by 2035-36. As of April 2026, ~67 GWh of standalone BESS capacity has been tendered, of which ~39 GWh has been awarded and are under different phases of execution.

The increasing integration of BESS with RE capacity is also emerging as a structural demand driver for power transformers. Each utility-scale BESS project typically requires dedicated step-up/step-down transformer capacity such as inverter-duty (or converter-duty) transformers on the power-conversion-system side (often in the 33 kV class) and grid interconnection transformers to evacuate power to sub-transmission/transmission levels (typically 66/110/132/220 kV, depending on the pooling substation and grid code). In addition, RE-plus-storage projects often require auxiliary/station transformers for internal loads and, in several configurations, additional transformers for pooling substations. As BESS penetration rises within RE capacity additions either as hybrid RE+BESS projects or as grid-connected standalone storage, incremental transformer demand is expected to increase both in terms of volumes (more nodes and interconnections) and in terms of specifications (higher harmonic tolerance, thermal design for frequent cycling, and tighter loss/efficiency requirements).

2.8 Key growth drivers for renewable energy sector

Key Government schemes and initiatives to promote renewable energy in India:

- **RE bidding trajectory issued by MNRE of 50 GW/annum** by Renewable Energy Implementing Agencies such as Solar Energy Corporation of India Limited (SECI), NTPC Limited, NHPC Limited, SJVN Limited from fiscal 2024 to 2028. This provides multi-year visibility for project pipelines, improving planning certainty for developers, suppliers, and financiers and supporting sustained capacity addition.

- To boost RE consumption, **Renewable Purchase Obligation (RPO) followed by Renewable Consumption Obligation (RCO)** trajectory has been notified till fiscal 2030. The RCO, which is applicable to all designated consumers under the Energy Conservation Act 2001, will attract penalties on non-compliance. RCO also includes specified quantum of consumption from Decentralised Renewable Energy sources. A tightening compliance framework should structurally raise renewable offtake and deepen demand beyond voluntary adoption, while also accelerating distributed/decentralised RE deployment.

- **Standard bidding guidelines** for tariff based competitive bidding process for procurement of Power from grid connected Solar, Wind, Wind-Solar Hybrid and Firm & Dispatchable RE (FDRE) projects. Greater standardisation and transparency in procurement is expected to improve bid discipline and bankability, aiding scalable execution across technologies, including round-the-clock/firm RE.

- **Central Government's Decarbonisation Targets and NDCs** under the Paris Agreement to achieve about 50% cumulative electric power installed capacity from non-fossil fuel-based energy resources by 2030. These targets act as an overarching policy anchor, reinforcing long-term momentum for renewables and associated grid investments irrespective of near-term cycles.

- **ISTS charges** have been waived for inter-state sale of solar and wind power for projects to be commissioned by June 30, 2025. By lowering delivered power costs and enabling wider market access, the waiver supports faster capacity build-out though it may also front-load commissioning timelines to meet eligibility.

- **Solar Parks and Ultra Mega Solar Power projects schemes** to provide land and transmission to RE developers for installation of RE projects at large scale. The GoI had approved 55 solar parks with an aggregate capacity of 41,234 MW as of March 2026. An aggregate capacity of 21,312 MW of solar projects has been commissioned as of March 2026 while 7,065 MW capacity is under construction, and 12,282 MW is under award/tendering process. Plug-and-play infrastructure (land and evacuation) de-risks execution and compresses development timelines, enabling larger, faster and more cost-efficient scale-up.

- Laying of new transmission lines and creating new sub-station capacity under the **Green Energy Corridor (GEC) scheme** for evacuation of renewable power. Transmission build-out is critical to convert renewable capacity into usable generation, and timely corridor expansion should reduce curtailment risks and improve grid absorption of variable RE.

- Schemes such as Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan (PMKUSUM), PM Surya Ghar Muft Bijli Yojana. These programs broaden RE adoption at the consumer/agri feeder level, diversifying demand sources and supporting decentralised generation while also reshaping discom load profiles over time.

- Notified the **Electricity (Late Payment Surcharge and related matters) Rules (LPS rules)** to provide a mechanism for settlement of outstanding dues of gencos, ISTS Licensees and Electricity Trading Licensees. Payment discipline and a clearer dues-settlement mechanism should improve liquidity and counterparty confidence across the value chain, supporting healthier investment conditions in generation and transmission.

- **Electricity (Promoting Renewable Energy Through Green Energy Open Access) Rules, 2022,** with objective of ensuring access to affordable, reliable, and sustainable green energy to any consumer with contract demand of 100 kW or above through single or multiple single connection aggregating 100 kW or more located in same electricity division of a distribution licensee. Easier access to green power for C&I consumers is expected to accelerate corporate renewable procurement and create a durable demand pull, supporting both capacity additions and market deepening.

- **Falling project cost and renewable energy prices** with solar module prices fallen sharply with imported cell-based module prices declining from USD 0.22/Wp in fiscal 2020 to USD 0.14–0.16/Wp in fiscal 2025. Correspondingly, utility scale solar tariffs have reduced to Rs. 2.5-2.6/kWh. For fiscal 2027, Crisil Intelligence expects imported cell-

based module prices at USD 0.14–0.16/Wp and domestic cell-based module prices at USD 0.24–0.26/Wp (pre-GST), as manufacturers clear old-technology inventory at lower prices while seeking a premium for TOPCon modules. The solar tariffs are expected to be in the range of Rs. 2.6 – 2.8/kWh in fiscal 2027.

India's power sector is entering a phase where capacity addition and system planning are being driven less by annual energy adequacy and more by peak demand growth, renewable intermittency, and grid reliability requirements. With installed capacity already at ~533 GW (March 2026) and renewables constituting ~52% of the base, the next build-out cycle dominated by large solar and wind additions alongside targeted thermal/hydro/nuclear and a rapid scale-up of storage will be inherently transformer-intensive at the generation switchyard and evacuation interface. Each new GW of capacity brings incremental requirements for generator step-up transformers (for conventional plants), inverter/pooling transformation (for renewables), and associated station/auxiliary units, while higher peak loads and RE concentration in specific states raise the transformer intensity of evacuation planning.

Assuming ~300-310 GW of generation capacity addition over the next five years, the generation-linked requirement for power transformers is estimated at ~3,50,000–3,80,000 MVA. On the supply side, the transformer industry is simultaneously facing tightness in higher-voltage and specialised categories due to long manufacturing cycles, critical raw material dependencies, and capacity constraints. Therefore, implies a significant manufacturing-demand potential shifting toward high-value and specialised transformer categories including HV/EHV and HVDC class units, renewable-evacuation and inverter-duty transformers, and application-specific transformers for BESS interfaces as India scales RE and storage while simultaneously expanding transmission corridors and modernising the grid.

3 Overview of Indian Transmission, Distribution and Railway Sector

3.1 Overview of power transmission sector

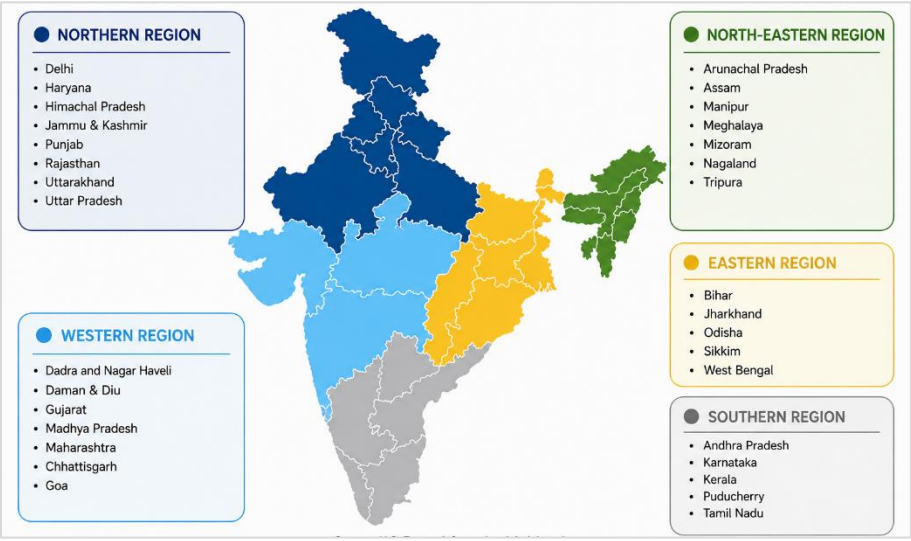
The transmission segment plays a key role in transmitting power continuously to various distribution entities across the country. The transmission sector needs concomitant capacity addition, in line with generation capacity addition, to enable seamless flow of power.

A T&D system comprises transmission lines, substations, switching stations, transformers, and distribution lines. To ensure reliable supply of power and optimal utilisation of generating capacity, a T&D system is organised in a grid which interconnects various generating stations and load centres. This is done to ensure uninterrupted power supply to a load centre, even if there is a failure at the local generating station or a maintenance shutdown. In addition, power can be transmitted through an alternative route if a particular section of the transmission line is unavailable.

In India, the T&D system is a three-tier structure comprising distribution networks, state grids, and regional grids. The distribution networks and state grids are owned and operated by the respective state transmission utilities or state governments (through state electricity departments). Central Transmission Utility of India Limited (CTUIL), a subsidiary of PGCIL, has been assigned the responsibility of undertaking transmission of electricity through inter-state transmission system and discharge all functions of planning and coordination relating to ISTS.

To facilitate the transfer of power between neighbouring states, state grids are inter-connected through HV/EHV transmission links to form a regional grid. There are five regional grids:

Figure 30: India regional power grids



Source: Crisil Intelligence

As peak demand for power does not take place at the same time in all states, it results in a surplus in one state and deficit in another. Regional or inter-state grids facilitate the transfer of power from a surplus region to the one facing a deficit. Additionally, they also facilitate the optimal scheduling of maintenance outages and better coordination between power plants.

3.1.1 Transmission infrastructure growth in India

India's national power transmission network has achieved a significant milestone, crossing over 5 lakh circuit kilometers (ckm) of transmission lines (220 kV and above) along with 1,429 Gigavolt amperes (GVA) of transformation capacity (220 kV and above). Since fiscal 2019, the power transmission network has witnessed a growth at a CAGR of 2.9% (lines) and 6.7% (capacity).

This increase in transmission lines can also be attributed to an increase in the commissioning of the 765-kV lines, growing at a CAGR of 5.8% over the same period. 765 kV lines have higher transfer capacity and lower technical losses thereby reducing the overall number of lines and rights of way required to deliver equivalent capacity. Performance in a transmission line improves as voltage increases and as 765 kV lines use one of the highest voltage levels, they experience comparatively lesser amount of line loss. 800 kV HVDC lines have also shown strong growth momentum, rising at 6.7% CAGR, majorly owing to strong investments by the central sector. Further, a 1200 kV UHVAC transmission system is being developed by PGCIL for which a testing station at Bina, Madhya Pradesh has been set up where all UHV equipment has been developed indigenously.

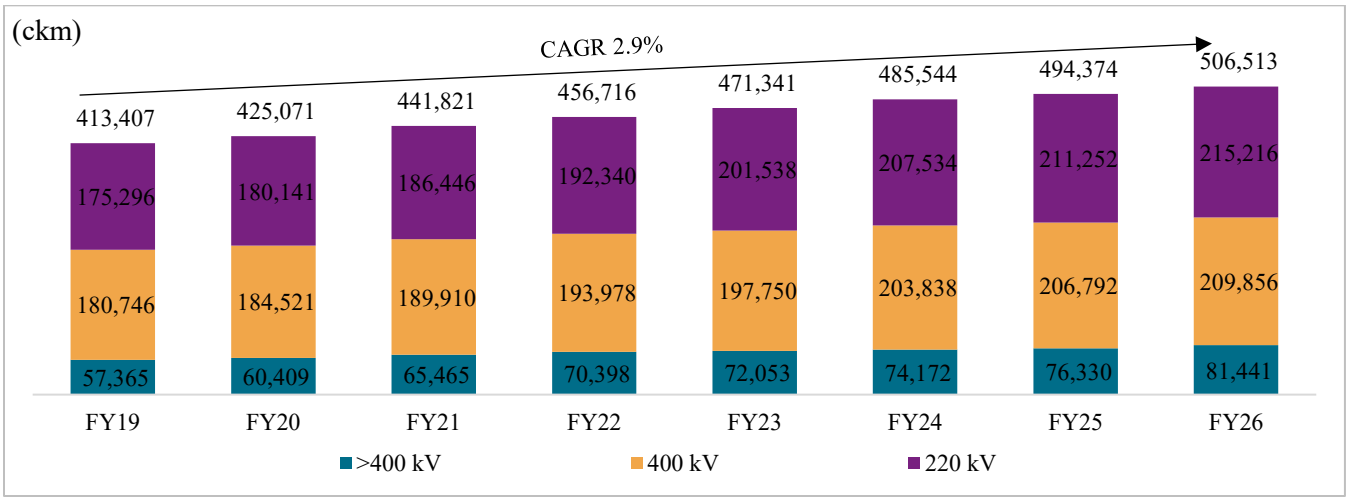
Table 3: Growth of transmission lines of different voltage levels

Transmission lines (in ckm)	FY19	FY26	CAGR	% share of each TL type
230/220 kV	1,75,296	2,15,216	3.0%	42.5%
400 kV	1,80,746	2,09,856	2.2%	41.4%
765 kV	41,809	62,066	5.8%	12.3%
± 320 kV HVDC	0	288	NA	0.1%
± 500 kV HVDC	9,432	9,432	0%	1.9%
± 800 kV HVDC	6,124	9,655	6.7%	1.9%
Total	**4,13,407**	**5,06,513**	**2.9%**	**100%**

Source: CEA, Crisil Intelligence

Similarly, the transformation capacity is distributed with about 35% at 230/220 kV, 35% at 400 kV, 25% at 765 kV, and the remaining 2% is HVDC capacity.

Figure 31: Total transmission line network in the country (220 kV and above)

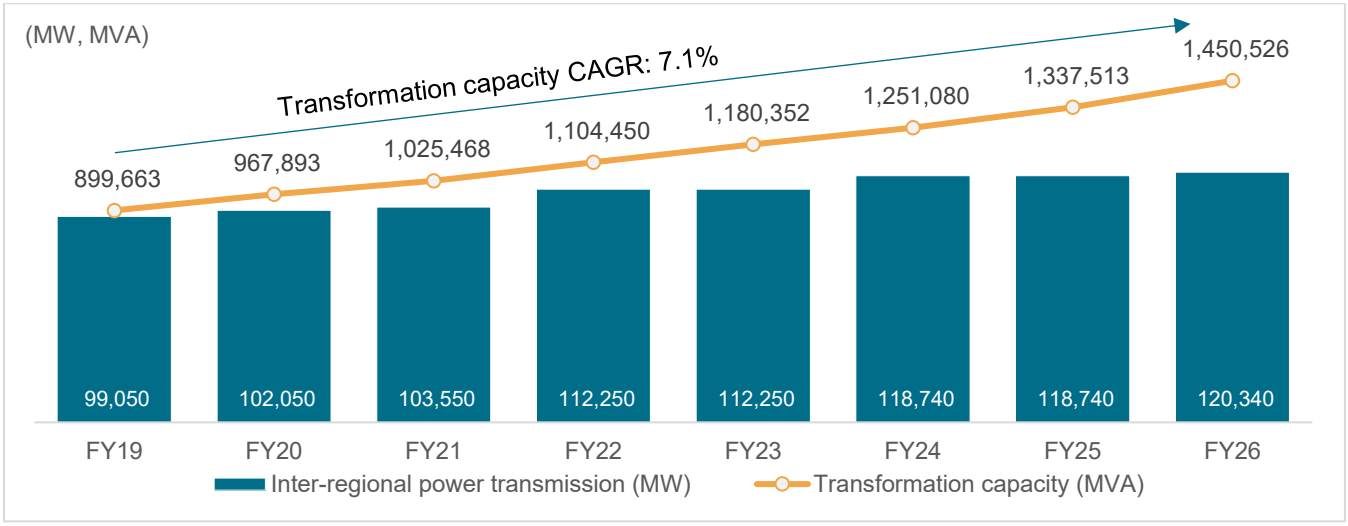


Source: CEA, Crisil Intelligence

There has been rapid growth in the transmission system at higher voltage levels and substation capacities. This is a result of increased requirement of the transmission network to carry bulk power over longer distances and at the same time optimise the right of way, minimise losses and improve grid reliability.

The inter-regional power transmission capacity of the National Grid has grown strongly from 99,050 MW in fiscal 2019 to 1,20,340 MW in fiscal 2026, at a CAGR of 2.8%. Subsequently, substation transformation capacity rose from 8,99,663 MVA in fiscal 2019 to 14,50,526 MVA in fiscal 2026, growing at a CAGR of ~7.1%.

Figure 32: Growth in transformation capacity and inter-regional power transmission capacity



Source: CEA, Crisil Intelligence

3.1.2 Key growth drivers for power transmission networks

The development of transmission network infrastructure is being propelled by a combination of key factors, including the escalating demand for energy, the integration of renewable energy sources, advancements in technology, and efforts to modernise existing infrastructure. As urbanisation continues to accelerate and industries expand, the requirement for reliable and efficient electricity supply is becoming increasingly pressing. This, in turn, is driving the demand for robust transmission infrastructure capable of transmitting power over long distances and diverse terrains, underscoring the need for significant investments in this sector.

Transmission capacity and grid constraints represent a critical bottleneck in India's power sector, often limiting the ability to efficiently deliver electricity from generation sources to end-users. As renewable energy capacity expands rapidly and regional

imbalances in demand and supply intensify, the existing transmission infrastructure is increasingly stretched, resulting in congestion, curtailment of renewable power, and reliability concerns. These challenges underscore the urgent need for substantial investment in both the modernisation of legacy transmission lines and substations, as well as the creation of new, high-capacity corridors. Upgrading the grid with advanced technologies, higher voltage levels, and digital monitoring systems will be essential to accommodate the growing share of variable renewable energy, enhance grid resilience, and ensure that power can flow seamlessly across states and regions. Without decisive action to address these transmission constraints, India's broader ambitions for energy transition, industrial growth, and universal access will remain at risk.

a) Major government schemes

Further, the Indian government is improving transmission network through initiatives like the National Electricity Plan, which expands lines and transformation capacity to meet 2032 peak demand. Other programs, such as the National Smart Grid Mission, Green Energy Corridors, focus on integrating renewables, enabling smart grids, and strengthening both sub-transmission and rural distribution networks.

National Electricity Plan (2023-2032) for Central and State Transmission Systems is aimed at meeting a peak demand of 458 GW by 2032. Under the new plan, the transmission network in the country will be expanded to 6.48 lakh ckm in 2032. During the same period, the transformation capacity will increase to 2,342 GVA. Nine HVDC lines of 33.25 GW capacity will be added in addition to 33.5 GW presently operating. Inter-Regional transfer capacity will increase from 119 GW to 168 GW. This plan covers the network of 220 kV and above. Total cost of the plan is Rs 9.12 trillion which will help in meeting the increasing electricity demand, facilitate RE integration and green hydrogen loads into the grid.

GEC being implemented by MNRE as ISTS projects scheme in ten States in two phases, i.e. GEC-I and GEC-II for evacuation of 44 GW of RE. Of this, 26 GW of RE is integrated. Further, InSTS and ISTS have been planning to integrate over 500 GW of RE capacity by 2030 and over 600 GW of RE capacity by 2032 (Including GEC-I & II).

Transmission System for Integration of over 500 GW RE Capacity by 2030 is a major step towards achievement of the goal of integrating 500 GW of non-fossil fuel-based capacity by 2030 by providing broad plan of required transmission system for having 537 GW of RE capacity by 2030. The planned additional transmission systems required for having 500 GW of non-fossil fuel include 8120 ckm of HVDC transmission corridors (+800 kV and +350 kV), 25,960 ckm of 765 kV AC lines, 15,758 ckm of 400 kV lines and 1052 ckm of 220 kV cable at an estimated cost of Rs. 2.44 trillion.

National Smart Grid Mission was launched with an objective to address key issues of Smart Grid Initiatives on a large scale in the country and to make the Indian Power infrastructure cost effective, responsive, and reliable. A 20-year perspective Plan for integrated inter-regional, inter-state and intra-state transmission network for the country as whole has been formulated. This will be a crucial backbone for the vision of 24x7 power for all homes in India.

The government has introduced several measures to streamline land acquisition processes, provide clearances, and private investment in the transmission sector. MoP has also recommended new guidelines for RoW compensation towards uniformity in payment for damages to landowners.

b) Widening gap between inter-regional power demand-supply to drive transmission capacity additions

As per CTUIL, the total power generation capacity (including renewable energy and energy storage) at a pan India would rise to ~ 1,012 GW in fiscal 2031 from ~533 GW in March 2026 with additions unevenly distributed. Most of the upcoming renewable capacities would be concentrated in the northern (specifically in Rajasthan), western and southern regions of India, and thermal capacities closer to the coal mines in eastern and central regions of India.

This has heightened the need for timely development of high-capacity evacuation corridors, stronger inter-state connectivity, and associated grid-strengthening works to move bulk power reliably across regions and minimise congestion and curtailment risks. Consequently, India is entering a transmission-led power capex cycle, with investments required not only in new EHV lines and substations, but also in high-MVA transformation capacity, reactive power/voltage support and grid modernisation to handle higher flows and the variability of renewables. The ability to execute this investment pipeline on schedule will be critical to sustain renewable build-out, improve market depth and inter-regional power exchange, and ensure that incremental generation capacity translates into dependable, pan-India supply.

This location mismatch, coupled with RE intermittency and seasonal/intraday demand variations, is expected to drive the need for stronger long-distance and inter-regional transmission to balance the grid and move power to demand centres. Accordingly, the government plans to increase inter-regional transfer capacity to 167.7 GW by fiscal 2031 from 120.3 GW in fiscal 2025

(~5.7% CAGR), with inter-regional capacity intensity rising to 16.6% by fiscal 2031, supporting higher investments in the transmission segment.

c) Improving power scenario and measures to stabilise grid to lead to transmission corridors to neighbouring countries

India and its neighboring countries are interlinking the electricity transmission systems allowing surplus power to be exported to other grid while simultaneously importing large hydro based power from Nepal and Bhutan. Further, India is evaluating to build a platform to establish power exchange beyond its shores, which will act as a neutral and robust price discovery platform to create an orderly marketplace for all buyers and sellers for neighbouring Asian countries.

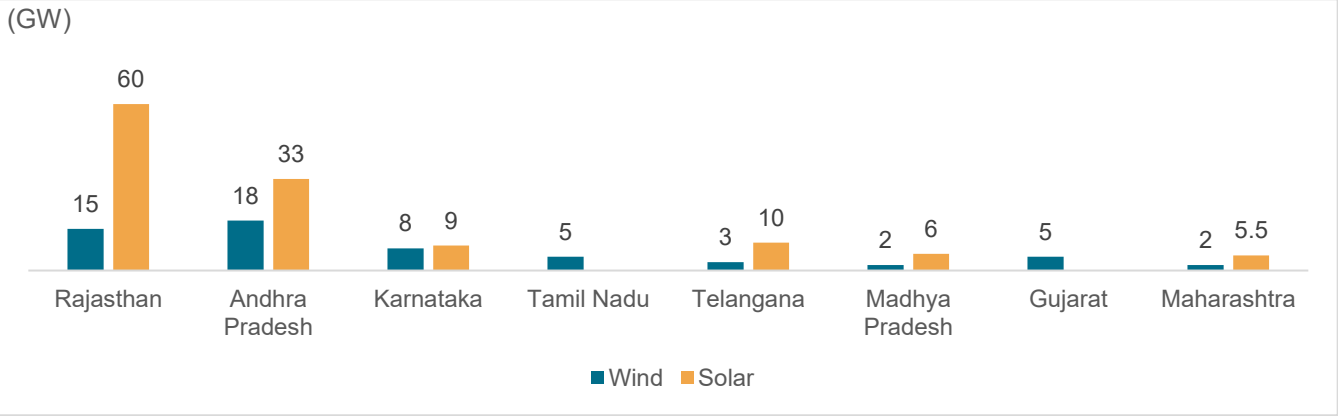
3.1.3 Renewable energy integration to further support domestic demand

The rapid addition of renewable capacities requires adequate grid infrastructure to evacuate incremental power. This has increasingly emerged as a concern, with developers lowering participation in bids where this has been a key issue. Specifically, for wind, majority of the best wind sites are concentrated in few states such as Rajasthan, Gujarat, Tamil Nadu, Andhra Pradesh, and Karnataka, which causes increased congestion in specific regions of these states.

However, nodal agencies (PGCIL and SECI) have planned various schemes to alleviate grid congestion and improve connectivity to RE projects. The grid capacity additions will come under two main schemes, namely the GEC Scheme and Renewable Energy Zones (REZ). This would add ~80 GW of transmission grid capacity to an existing ~24 GW, taking grid capacity planned for RE integration to ~104 GW. As these corridors are designed to move bulk renewable power from resource-rich pockets to distant demand centres, they directly translate into higher demand for EHV transmission lines (to enable long-distance, high-capacity transfer and decongest state networks) and EHV/high-MVA transformers (to step-up power at pooling stations, strengthen inter-state/intra-state substations, and manage higher power flows and variability).

REZs identify high-resource potential areas for wind and solar development, ensuring dedicated transmission planning and streamlined land acquisition to accelerate RE deployment. MNRE/SECI have identified REZs totaling 181.5 GW for likely benefits by the year 2030. These REZ's are located in eight states as detailed below:

Figure 33: Potential RE zones identified by MNRE/SECI



Source: CEA: Transmission System for Integration of over 500 GW non fossil fuel-based Capacity by 2030

The GEC scheme is aimed at developing specific evacuation corridors for renewable energy in key renewable rich states. The government has planned to integrate renewable energy into the national grid by setting up inter-state and intra-state schemes for evacuation of power from wind and solar projects, termed as green energy corridors. GEC target of ~9,700 ckm of intra-state transmission lines by December 2020 has overshot the timeline both due to operational reasons and covid related restrictions. The constructed lines stood at 9,136 ckm till March 2025, while the interstate transmission units with Phase I of the ISTS program were already completed by PGCIL in 2020. The next growth driver for ISTS projects is the ISTS planned for evacuation and grid integration of 66.5 GW REZ spread across the states of Tamil Nadu, Andhra Pradesh, Karnataka, Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh. In February 2024, GEC Phase – II ISTS of 13 GW renewable energy along with 12 GWh BESS was sanctioned to Ladakh which will be implemented by PGCIL and is scheduled to be completed in fiscal 2030.

PGCIL has also come up with a scheme for setting up grid infrastructure in identified REZ. Under this, key areas with concentration of existing / planned renewable energy projects have been identified in the Western and Southern regions of the

country. Out of this, 8 GW of grid capacity will be added for wind projects in the Western region and 9 GW in the Southern region.

Table 4: Intra-state transmission system planned & completed under GEC-I project (as of Mar'25)

State	Lines Target (ckm)	Lines constructed (ckm)	Substation target (MVA)	Substation constructed (MVA)
Tamil Nadu	1,068	1,068	2,250	1,910
Rajasthan	1,054	984	1,915	1,915
Andhra Pradesh	1,073	854	2,157	1,617
Himachal Pradesh	502	499	937	893
Gujarat	1,908	1,636	7,980	7,980
Karnataka	618	618	2,702	2,702
Madhya Pradesh	2,773	2,773	4,748	4,748
Maharashtra	771	704	-	-
Total	**9,767**	**9,136**	**22,689**	**21,765**

Source: MNRE, Crisil Intelligence

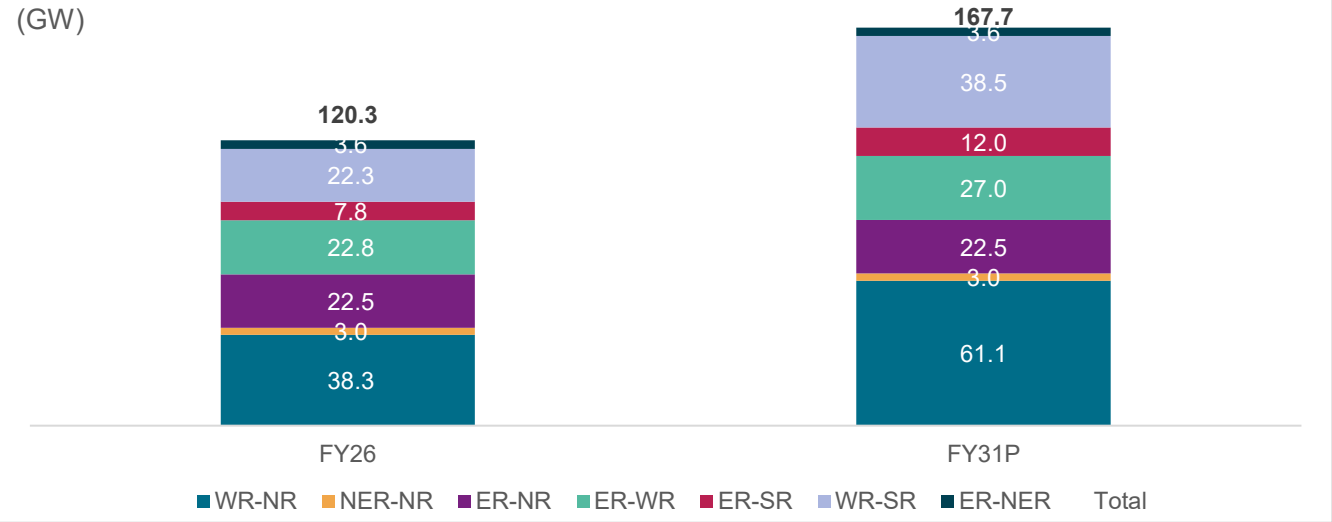
Overall, the GEC and REZ initiatives are expected to materially de-risk renewable evacuation and grid integration by enabling timely, dedicated transmission build-out in resource-rich pockets. This should ease curtailment and congestion risks, enhance grid reliability, and accelerate renewable capacity deployment supporting a more diversified, lower-cost generation mix and a structurally stronger outlook for transmission investments and execution over the medium term, while advancing India's clean energy transition at scale.

Approximately 162,646 ckm of transmission lines and 1,159,805 MVA of substation capacity will be required to connect additional renewable generation capacity to the grid between fiscal 2025 and 2032. Utility-scale solar and wind projects increasingly require EHV-class transformers for grid connection, and our expanded product range will position us to serve this growing requirement.

3.1.4 Outlook and expected transmission market size

The inter-regional transmission line corridor expansion requirement, as per CEA estimates, would be as follows:

Figure 34: Inter-regional transmission links and capacity (GW)



P: Projected
Source: CEA, CTUIL ISTS Rolling plan 2030-31 Report; Crisil Intelligence

As per CTUIL, ISTS Rolling plan 2030-31, the total inter-regional transmission capacity addition during the fiscal 2026-2031 period to be ~47,400 MW. However, interregional demand and supply gaps remain. While the western and eastern regions generate in excess of their corresponding regional demand, the northern and southern region fall short in terms of actual power generation, although the generation capacity of the southern region exceeds demand. This necessitates strong inter-regional capacities to suffice the energy gaps and reduce energy as well as peak deficit.

To cater to the above import/export requirement, several inter-regional transmission corridors have been planned and some of these high-capacity transmission corridors are in various stages of implementation, taking care of past under investments in grid. The table given below depicts the projections as per Report on ISTS Rolling plan 2030-31 by CTUIL.

The following are the major transmission capacity additions as envisaged till fiscal 2031:

Table 5: Under-construction transmission lines (in ckm)

Sl. No.	FY	WR	SR	NR	ER	NER	Total
1.	2025-26	185	1,607	3,079	-	1	**4,872**
2.	2026-27	6,909	4,431	13,305	387	114	**25,146**
3.	2027-28	1,886	508	1,251	482	271	**4,398**
4.	2028-29	-	953	-	-	230	**1,183**
5.	2029-30	3,669	280	3,280	-	-	**7,229**
6.	2030-31	-	-	-	-	-	-
	Total	**12,649**	**7,779**	**20,915**	**869**	**616**	**42,828**

Note: WR: Western Region, SR: Southern Region, NR: Northern Region, ER: Eastern Region, NER: North-Eastern Region
Source: CTUIL ISTS Rolling plan 2030-31 Report; Crisil Intelligence

Table 6: Under-construction transformation capacity (in MVA)

Sl. No.	FY	WR	SR	NR	ER	NER	Total
1.	2025-26	12,000	18,500	27,315	1,000	-	**58,815**
2.	2026-27	78,500	70,500	94,100	3,500	1,450	**2,48,050**
3.	2027-28	29,000	27,000	7,185	3,500	-	**66,685**
4.	2028-29	6,000	11,000	-	-	-	**17,000**
5.	2029-30	9,000	1,630	12,630	-	-	**23,260**
6.	2030-31	-	-	-	-	-	**-**
	Total	**1,34,500**	**1,28,630**	**1,41,230**	**8,000**	**1,450**	**4,13,810**

Note: WR: Western Region, SR: Southern Region, NR: Northern Region, ER: Eastern Region, NER: North-Eastern Region, MVA: Mega Volt Ampere
Source: CTUIL ISTS Rolling plan 2030-31 Report; Crisil Intelligence

Table 7: Under planning/ approval/ bidding transmission lines (in ckm)

Sl. No.	FY	WR	SR	NR	ER	NER	Total
1.	2025-26	-	-	-	-	-	**-**
2.	2026-27	-	-	-	-	-	-
3.	2027-28	640	280	-	1,180	-	**2,100**
4.	2028-29	324	4,305	132	1,332	450	**6,543**
5.	2029-30	3,668	6,510	-	3,424	1	**13,603**
6.	2030-31	2,930	-	8,016	-	-	**10,946**
	Total	**7,562**	**11,095**	**8,148**	**5,936**	**451**	**33,192**

Note: WR: Western Region, SR: Southern Region, NR: Northern Region, ER: Eastern Region, NER: North-Eastern Region
Source: CTUIL ISTS Rolling plan 2030-31 Report; Crisil Intelligence

Table 8: Under planning/ approval/ bidding transformation capacity (in MVA)

Sl. No.	FY	WR	SR	NR	ER	NER	Total
1.	2025-26	-	-	-	-	-	**-**
2.	2026-27	-	-	-	-	-	-
3.	2027-28	21,000	7,500	-	7,500	32	**36,032**
4.	2028-29	9,000	62,000	10,205	4,000	2,000	**87,205**
5.	2029-30	35,500	61,500	-	-	-	**97,000**
6.	2030-31	19,000	-	44,500	200	-	**63,700**
	Total	**84,500**	**1,31,000**	**54,705**	**11,700**	**2,032**	**2,83,937**

Note: WR: Western Region, SR: Southern Region, NR: Northern Region, ER: Eastern Region, NER: North-Eastern Region
Source: CTUIL ISTS Rolling plan 2030-31 Report; Crisil Intelligence

The combined transformation capacity under construction and in the planning, approval, or bidding stages totals approximately 698,000 MVA through fiscal 2031, representing a substantial demand for transformer procurement as this build-out will require significant deployment of transformer capacity across new and expanded transmission and substation infrastructure.

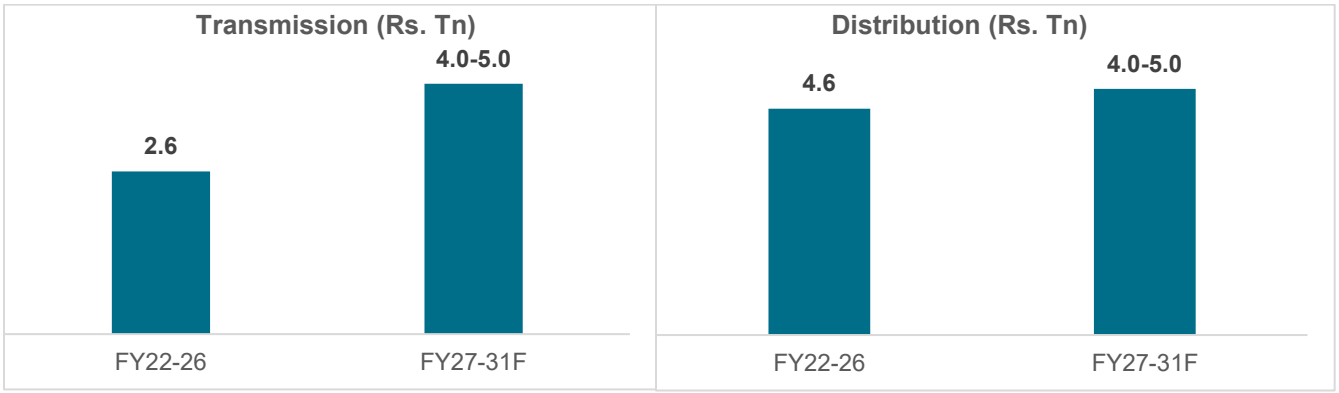
PGCIL and state transmission utilities are the primary procurers of 400 kV and 765 kV class transformers for ISTS augmentation and inter-regional connectivity. Capital expenditure of approximately Rs. 9.12 trillion has been planned to augment power transmission infrastructure in India by 2032.

The significant investment required to expand and modernise Indias transmission infrastructure is expected to spur the demand for transformers and other critical components in the transmission value chain.

3.1.5 Investments of Rs 4-5 trillion expected in Indian transmission segment

The estimated investment in the transmission sector is expected to cumulatively reach Rs. 4–5 trillion during fiscals 2027–2031, from ~ Rs. 2.6 trillion during fiscals 2022–2026, led by upcoming ISTS and InSTS projects. The accompanying investment pipeline across sub-sectors further underscores that India's power capex cycle is broad-based spanning generation, evacuation, grid strengthening, and distribution modernisation.

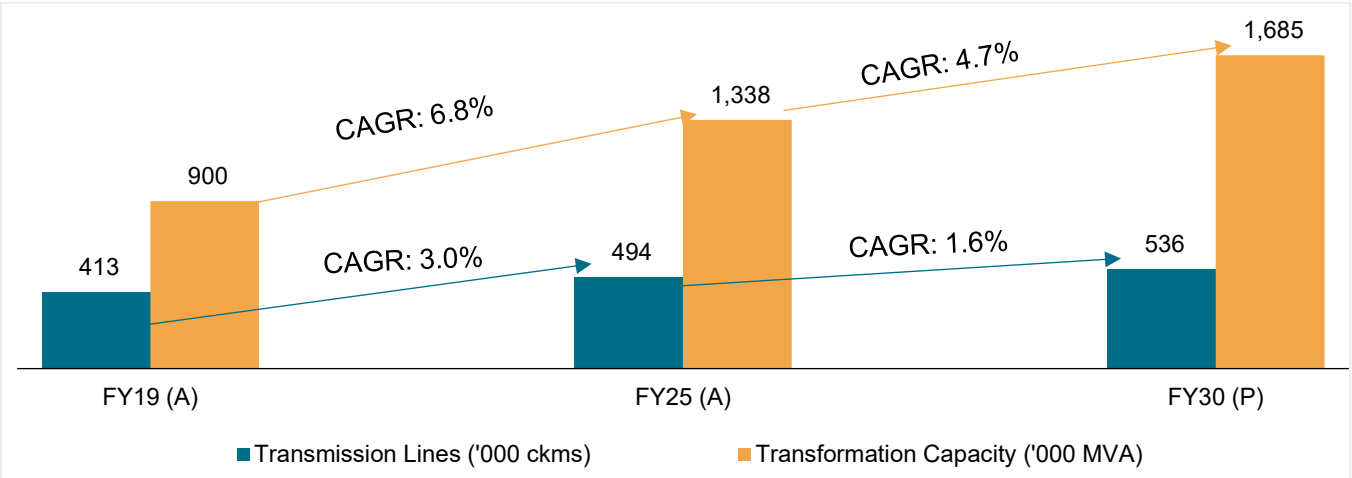
Figure 35: Investments in T&D segment



F: Forecast;
Source: Crisil Intelligence

With robust investments across generation, transmission, and distribution, India's power sector is positioned for a structurally higher build-out cycle supporting reliability today while advancing toward a cleaner, more flexible system over the coming decade.

Figure 36: Growth in transmission lines and transformation capacity



(P): Projected; Source: CEA, Crisil Intelligence

The National Electricity Plan (Transmission), developed by CEA in consultation with various stakeholders, outlines a comprehensive strategy to achieve the Indian government's energy transition goals. It details the transmission infrastructure required to support 500 GW of RE capacity by 2030, increasing to over 600 GW by 2032. As per the Plan, 191,474 ckm of transmission lines and 1,274 GVA of transformation capacity would be added (at 220 kV and above voltage level) in the 10-

year period from fiscal 2023 to 2032. A total expenditure of Rs. 9.12 trillion has been planned to augment power transmission infrastructure capacity in the country by 2032.

3.2 Overview of power distribution sector

Power distribution is the final and most crucial link in the electricity supply value chain which is directly connected to the consumers. However, the distribution sector is facing various challenges, such as unreliable power supply, high AT&C losses, old and overloaded network, low-cost recovery, low consumer satisfaction, etc., resulting poor financial health of Discoms and distribution companies are not able to undertake corresponding investments in infrastructure augmentation.

The Government of India has implemented various reform initiatives to improve the operational and financial performance of Discoms. These initiatives include rural electrification, network strengthening, IT enablement, and improving energy efficiency. The goal is to revamp the power distribution system and provide better services to customers.

3.2.1 Review of existing distribution network

The electricity is generated mostly at voltages between 11 kV to 33 kV which is stepped up to 132kV, 220 kV or 400 kV or 765 kV for transmitting to various parts of the country through inter-state transmission network and within State through intra-state transmission network. For distribution purposes, the electricity is suitably stepped down to 66 kV, 33 kV, 22 kV, 11 kV and 0.4 kV for supplying to the consumers (usually oil-filled and dry-type may be used for indoor GIS substations, basements, metros, commercial buildings). In some states/UTs, some additional voltages like 6.6 kV or 3.3 kV are also in practice.

As on March 2022, the total number of Power Sub-stations (66/11 kV, 33/11 kV and 22/11 kV) in the country was 39,965 with a total installed capacity of 4,82,810 MVA**.** The total number of 66/33/22 kV feeders in the country were around 36,804 with total length of 5,89,304 ckm and the total number of 11 kV feeders in the country were 2,30,979 with total length of 49,35,279 ckm. The number of Distribution Transformers (DT) at all-India level as on March 2022 stood at 1,46,74,261 with an installed capacity of 6,89,192 MVA.

3.2.2 Revamped distribution sector scheme (RDSS)

RDSS is a reform-based and result-linked scheme for improving the quality and reliability of power supply to consumers through a financially sustainable and operationally efficient distribution sector.

In Union Budget 2022, the GoI announced the RDSS with an outlay of Rs 3.04 trillion, partly funded by the GoI to the tune of Rs. 976 billion, aimed at improving the operational and more importantly financial parameters like ACS-ARR gap of discoms. The package, slated to be distributed over the next five years, will subsume other schemes (DDUJY and IPDS) under its ambit. As has been the case with the Aatmanirbhar Bharat discom liquidity package, PFC and REC will be the key nodal lenders for disbursal of funds to discoms. The scheme's primary objective is to reduce AT&C losses to 12-15% at pan-India levels and reduction of ACS-ARR gap to zero by fiscal 2025.

As of February 2026, the GoI have sanctioned the funds of Rs. 2.83 trillion under RDSS, out of which Rs 1.30 trillion is sanctioned for smart meters and Rs. 1.53 trillion for loss reduction. With the implementation of reform measures, AT&C losses across the country declined from 21.9% in fiscal 2021 to 15.0% in fiscal 2025. Over the same period, the ACS–ARR gap narrowed significantly from Rs. 0.69/kWh to Rs. 0.06/kWh. Service quality has also improved, with average daily supply reaching 22.6 hours in rural areas and 23.4 hours in urban areas in fiscal 2025. The scheme has helped in improving cash flow, reducing subsidy dependence, and creating a more sustainable base for future distribution and clean-energy integration.

3.2.3 Power distribution network addition targets by fiscal 2030

The Distribution perspective plan 2030 was prepared by CEA in Feb 2024 for assessment of requirement for development of the distribution sector to provide 24x7 quality power, reduction of AT&C losses, and to provide reliable power to its consumers. The plan has been prepared based on energy requirement and peak demand as forecasted in the 20th EPS of CEA.

The sub-transmission power substation capacity at the end of fiscal 2030 has been projected to meet the peak demand of 335 GW forecasted for fiscal 2030.During fiscal 2023-30, it is planned to add 17,835 no. of 66/33/22 kV feeders in the country with total addition in feeder length of 1,88,690 ckm and 92,920 no. of 11 kV feeders in the country with total addition of feeder length of about 9,68,503 ckm.

In order to reduce the AT&C losses further, utilities need to concentrate on reducing technical losses. Improving the HT/LT ratio can reduce technical losses as well as improve voltage profile at consumer end. HT/LT ratio can be increased either by

adopting a High Voltage Distribution System (HVDS) or increasing HT line length. Regarding DT's it is planned to add about 46,57,854 number of DTs with a total added DT capacity of 2,38,464 MVA in the country during the said period. These DT additions are planned for meeting the customer's electricity demand growth & using HVDS to reduce technical losses by bringing the HT line closer to the load centre.

LT lines of about 97,74,634 ckm (1-phase – 4,99,556 ckm and 3-phase -12,69,774 ckm) would be added by fiscal 2030. Out of the total LT lines, about 69% of LT lines would be 3 phase lines in the country.

Table 9: Details of infrastructure proposed for distribution sector by 2030

Description	Unit	March 2022	March 2030 (Forecast)	% increase
Substation (66/33/22 kV)	Nos.	39,965	52,157	31%
Substation Capacity (66/33/22 kV)	MVA	48,2810	62,4332	29%
Feeders (66/33/22kV)	Nos.	36,804	54,639	48%
Feeders (66/33/22kV)	Ckm	58,9304	77,7994	32%
Feeders (11kV)	Nos	230979	323899	40%
Feeders (11kV)	Ckm	49,35,279	59,03,782	20%
Distribution transformer	Nos	1,46,74,261	1,93,32,115	32%
Distribution transformer	MVA	6,89,192	9,27,656	35%
LT Feeders (1 & 3-ph)	Ckm	79,45,758	9774634	23%
Consumers	Nos (in million)	330	520	58%

Source: CEA, Crisil Intelligence

3.3 Overview of Indian railway sector

India possesses one of the largest railway networks globally which serves as a critical component of the country's transportation infrastructure. The railway network plays a key role in facilitating passenger mobility, enabling efficient freight transportation, supporting industrial and economic activity, and enhancing connectivity across regions.

India's rail network operates with multiple track gauges and traction types. Railway gauges refer to the distance between the inner faces of the two running rails. In India three main gauges are used - Broad Gauge (1.676m width), Meter gauge (1 m width) & Narrow Gauge (0.762m & 0.610 m in width).

Traction system, which causes propulsion of train vehicles in which driving force is obtained from various device such as Diesel or Electric. Indian Railway uses both Diesel and Electric traction system through its locomotives.

3.3.1 Key growth drivers impacting the Indian railway construction industry

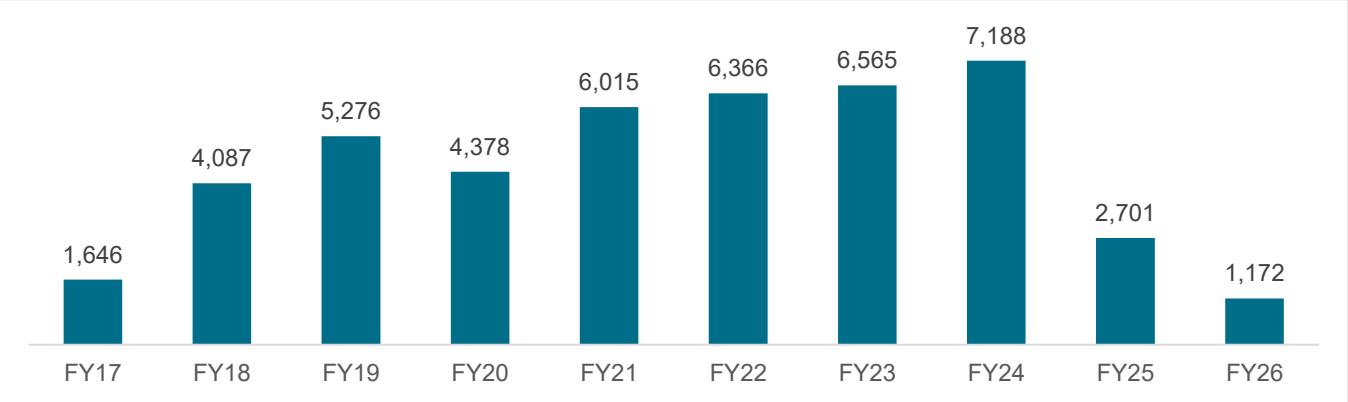
- **Urbanisation and population growth**

Rising urbanisation and population growth in India are driving the demand for efficient railway network in the country. New railway systems are being constructed in order to accommodate the increasing number of commuters and to reduce traffic congestion as well as pollution. During the last four years (FY23-26), 306 projects of total length of 13,968 km have been sanctioned across Indian Railways.

- **Railway electrification to aid construction investments**

As of March 2026, ~69,735 km, that is ~99.6% of the total railway network has been electrified. The incremental electrification requirement would now come from the ongoing projects. As of April 2025, about 13,106 km of New Line, 1,183 km of Gauge Conversion, and 8,908 km of Doubling/Multitracking projects are under-construction. The new line projects will require complete electrification, including traction substations, transformers, and transmission lines, to establish new power infrastructure. Gauge Conversion projects will also need full electrification systems to upgrade existing lines for Broad Gauge operation. Doubling projects, on the other hand, will primarily involve electrifying added tracks, with some need for power capacity augmentation and new substations depending on existing infrastructure capacity. Overall, the balance work emphasises significant electrification and transformer deployment across all project categories, with New Lines and Gauge Conversion demanding the most comprehensive power infrastructure development.

Figure 37: Annual electrification of rail network (rkm)



Source: Indian Railways, Crisil Intelligence

- **High speed rail projects**

The Government of India has envisaged development of high-speed rail (HSR) corridors and has identified 8 corridors for constructing HSR projects of which the Mumbai Ahmedabad corridor is under construction while DPR preparation of the remaining projects is under preparation.

Mumbai-Ahmedabad High Speed Rail (MAHSR) project passes through the high growth rate States of Gujarat and Maharashtra connecting business centres of Mumbai, Surat, Vadodara and Ahmedabad. The sanctioned cost of the MAHSR project is Rs. 1,080 billion. Overall Physical progress of 50-55% has been achieved up to March 2026. Construction of these high-speed rail projects would further support the rise of investments into the sector.

- **Dedicated freight corridors**

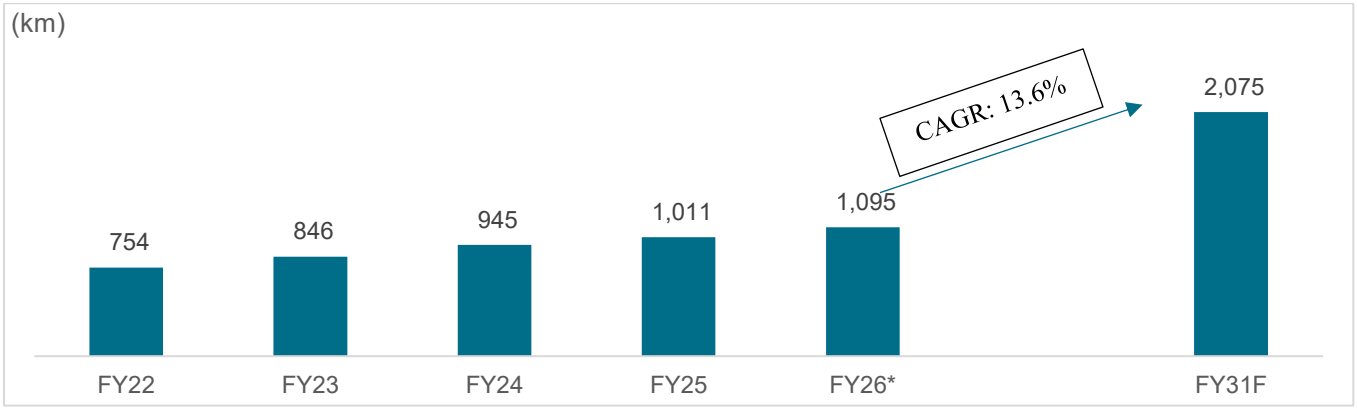
Ministry of Railways has taken up construction of two Dedicated Freight Corridors (DFC) viz. Eastern Dedicated Freight Corridor (EDFC) from Ludhiana to Sonnagar (1,337 km) and the Western Dedicated Freight Corridor (WDFC) from Jawaharlal Nehru Port Terminal (JNPT) to Dadri (1,506 km).

As of March 2026, the work on EDFC has been completed and commissioned. In WDFC, 1404 rkm out of total 1506 rkm has been completed and commissioned. The balance work on WDFC from Vaitarna-JNPT section (102 rkm) is in the advanced stage. Further, during Budget 2026, new DFC corridor between Dankuni and Surat has also been announced.

- **Metro network to double in coming years**

Before 2014, 248 km of Metro Rail was operational in 5 cities. Over the last 10 years, 697 km has been added to the Metro Rail Network across the country. As of December 2025, India's metro rail network spans approximately 1,095 km across 26 cities and is poised for significant expansion to over 2,500 km in the coming years, driven by 950–1,000 km currently under construction and an additional 1,200–1,500 km in the proposed stage. An estimated investment of Rs. 8 – 10 trillion would be required to construct about 2,500 km of metro rail network.

Figure 38: Operational metro rail network in India



*F: Forecast; *FY26 data upto December 2025;*
Source: MoHUA, Crisil Intelligence

- **National rail plan**

The Ministry of Railways has crafted the National Rail Plan (NRP) for the year 2030, aimed at establishing a future-ready and efficient railway system. The primary objective of the plan is to increase the modal share of Railways in freight to 45% by implementing strategic operational and commercial measures.

As part of the NRP, certain vital projects have been identified for accelerated completion, such as achieving 100% electrification, multi-tracking congested routes, and upgrading the speed to 160 kmph on Delhi-Howrah and Delhi-Mumbai routes, as well as 130 kmph on other Golden Quadrilateral-Golden Diagonal (GQ/GD) routes. Additionally, the plan focuses on eliminating all level crossings on GQ/GD routes and identifying new Dedicated Freight Corridors and High-Speed Rail Corridors.

The NRP also encompasses assessments of rolling stock requirements for passenger and freight traffic, locomotive requirements for 100% electrification and increased freight modal share, and the total capital investment needed with periodic breakdowns. Furthermore, it emphasises the sustained involvement of the Private Sector in various railway aspects, including operations, rolling stock ownership, freight and passenger terminal development, and track infrastructure operations.

3.3.2 Outlook on energy requirement from railways and metro projects

As of January 2026, Broad Gauge constitutes 70,117 rkms and electrification on Indian Railways has been extended to 99.6% of the total Broad Gauge Railway Network. In a bid to become net zero emitter by 2030 the government had aimed to achieve 100% electrification of Indian Railways.

Addition of new railway tracks, stations and expansion of metro rail network is expected to lead to an incremental power demand of approximately 27-29 BUs on average every year between fiscal 2027 and 2031. Ministry of Railways has been allocated a capital outlay of Rs 2.8 trillion in the Union Budget 2026-27. This is expected to provide impetus to the sector in terms of creation of new lines, doubling existing lines and electrification of existing lines. Of this, Rs 50 billion has been allocated towards electrification projects.

Electricity consumption from the metro rail is expected to add an average incremental power demand of 4-6 BUs every year between fiscal 2027 - 2031. Currently metro projects constitute a marginal share of the total incremental demand, but the share is expected to increase in the future due to a large quantum of planned metro projects.

Each electrified route entails a predictable requirement for traction substation transformers, typically spaced at ~50–70 km intervals, creating a deterministic procurement pipeline linked directly to the pace and phasing of the rail electrification and new track commissioning program. Over and above this new-build demand, the ongoing upgrade cycle on legacy electrified lines introduces an incremental replacement layer. As routes are strengthened for higher axle loads and throughput, and as operating speeds are increased to ~130–160 kmph, the electrical loading profile shifts materially higher peak traction currents, tighter voltage regulation requirements, and a need for improved reliability at higher utilisation. These factors accelerate refurbishment and replacement of existing transformer fleets, particularly where installed capacity and thermal margins were originally designed for lower traffic density and speed regimes.

This will drive the requirement of traction transformers, autotransformers, and distribution transformers, as well as associated transmission lines, feeder lines, switching stations, sectioning and paralleling posts, SCADA-linked traction substations, and grid interconnection infrastructure in the medium-term. In Indian Railways standard 25 kV AC electrification system, the core equipment includes traction power transformers at traction substations are used, which step down utility supply from 132/220 kV to 25 kV for overhead equipment (OHE) feeding, along with autotransformers in 2x25 kV sections on higher-capacity routes to improve voltage regulation and reduce losses. Station service and distribution transformers are also used for signaling, telecom, pumps, workshops, depots, lighting, HVAC, and other non-traction loads. In metro systems, transformer types depend on whether the line uses 25 kV AC OHE or 750 V DC third rail/overhead: AC metros use traction transformers similar to mainline rail but at shorter spacing, while DC metros use rectifier-duty/traction transformers feeding converter-rectifier systems to supply the DC traction network. In both rail and metro, auxiliary transformers, earthing transformers, and depot/workshop transformers are standard, with designs typically requiring high reliability, overload capability, harmonic tolerance, short-circuit strength, and compliance with railway utility and traction-duty standards.

Over the next five years, India's transmission, distribution and railways build-out will remain among the strongest structural demand drivers for the transformer industry, with the demand profile skewing toward higher-capacity and more specialised transformer categories. Transmission expansion supported by multi-trillion-rupee capex visibility, accelerated build-out of 765 kV/HVDC corridors and rising transformation capacity at 220 kV and above will drive sustained requirement for EHV-class substation power transformers, ICTs/autotransformers and HVDC-related transformer systems, where design complexity, testing infrastructure and utility qualification norms raise entry barriers and concentrate demand among organised OEMs. In parallel, distribution modernisation and peak-driven augmentation (via feeder additions, substation strengthening and loss-reduction programs) will increase demand for sub-transmission and distribution-substation power transformers (66/33/22/11kV), alongside ongoing replacement of ageing and overloaded assets. Railways and metros add a further layer of engineered demand through traction transformers and associated substation infrastructure, with the Research Designs and Standards Organisation (RDSO) qualification requirements creating a technically gated market and therefore a tighter effective supply base. Consequently, while India has a broad transformer manufacturing ecosystem, the near-to-medium term is likely to see continued tightness and longer lead times in EHV and specialised segments (EHV substations, ICT/autotransformers, HVDC ecosystem and traction transformers), supporting stronger order backlogs and pricing power for qualified manufacturers. This also signals significant manufacturing-demand potential for high-value and specialised transformer categories to serve evacuation corridors, grid reinforcement, traction expansion and urban reliability upgrades over fiscal 2027–2031.

4 Overview on Indian Transformers Sector

A transformer is a key electrical equipment used to increase or decrease voltage levels, enabling the efficient transmission and distribution of electricity. It is a core component of the power sector value chain by supporting the flow of electricity from generation facilities to transmission networks, onward to distribution systems, and ultimately to end consumers.

By allowing electricity to be transmitted over long distances with reduced energy losses and delivered at appropriate voltage levels for usage, transformers contribute significantly to grid efficiency, reliability and power quality. Accordingly, they are a critical part of the infrastructure required for the effective and economical delivery of electricity.

Transformers can be categorised based on insulation technology, voltage level and end-use application:

i. ***Based on insulation method***: oil-filled transformers and dry-type transformers.

ii. ***Based on voltage level:*** LV, MV, HV, EHV and UHV transformers, corresponding to their roles across generation, transmission, distribution, industrial, transportation and infrastructure networks.

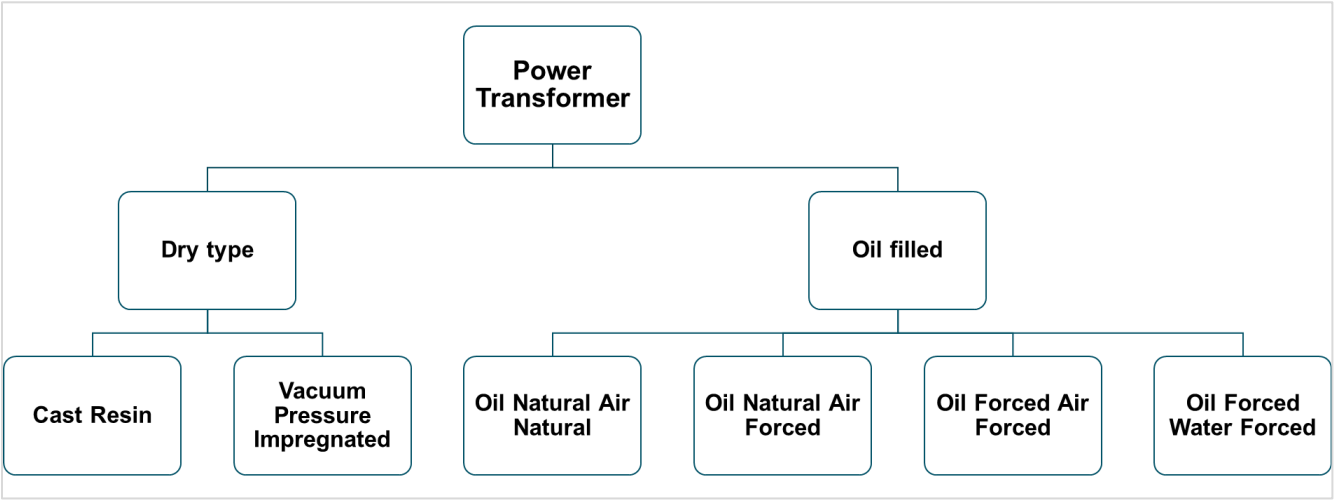
iii. ***Based on applications:*** power transformers, distribution transformers, traction transformers, rectifier transformers used in industrial and transportation applications, inverter duty transformers and other specialised transformers.

These multiple classification frameworks provide a comprehensive view of the transformer market and help assess demand trends across different technologies and use sectors and voltage segments.

4.1 Dry-type and oil-filled transformers

Transformers can be divided into two types based on their cooling methods such as (i) dry-type transformers and (ii) oil-filled transformers.

Figure 39: Transformer type based on cooling and insulating medium



4.1.1 Dry type transformers

A dry-type transformer is a transformer in which the core and windings are cooled by air rather than immersed in insulating oil. Like all transformers, it operates on the principle of electromagnetic induction to step up or step-down voltage, but unlike oil-filled transformers, it uses solid insulation systems and air-based cooling arrangements, which reduce the risk of oil leakage, contamination and fire hazards.

Dry-type transformers generally use air as the cooling medium, with the most common methods being (i) Air Natural, where heat is dissipated through natural air circulation. This method of cooling is generally used in small transformers upto 3 MVA. (ii) Air Forced or Air Blast, where blowers or fans are used to increase cooling and improve load-carrying capability. This method can be used for transformers upto 20 MVA.

In the Indian market, dry-type transformers are commonly available for low- and medium-voltage applications, with standard primary voltage classes typically including 3.3 kV, 6.6 kV, 11 kV, 22 kV and 33 kV, and secondary voltages commonly such as 415 V, 433 V, 690 V, 3.3 kV or 6.6 kV depending on the application.

The main types of dry-type transformers available in the market include cast resin transformers (CRT), where the windings are encapsulated in epoxy resin for superior moisture resistance, mechanical strength and short-circuit performance; vacuum pressure impregnated (VPI) transformers, in which the windings are impregnated with insulating resin or varnish under vacuum and pressure to improve insulation and heat dissipation. A brief description of both type of dry-type transformers is given on the table below:

Table 10: CRT and VPI transformers

Parameters	Cast Resin Dry Type Transformer (CRT)	Vacuum Pressure Impregnated Transformer (VPI)
Insulation / winding treatment	Uses epoxy resin to encapsulate the primary and secondary windings	Uses Class H polyester resin to impregnate the windings under vacuum and pressure
Key material characteristics	Non-hygroscopic, non-inflammable, and maintenance-free	Provides enhanced mechanical strength, dielectric strength, and thermal stability
Performance benefits	Designed to withstand overload and partial discharges, while minimising losses for high efficiency and long service life.	Offers improved overall performance and reliability.
Suitable installation environment	Best suited for high humidity areas, indoor environments, and locations with high fire risk.	Best suited for outdoor installations and applications exposed to seismic events and temperature fluctuations.
Construction / protective features	Resin encapsulation protects windings from environmental effects.	It has robust construction, a moisture-resistant enclosure, and low thermal expansion coefficient.
Fire safety	Suitable for areas with high fire risk due to non-inflammable characteristics.	Offers low fire risk.
Mechanical / electrical strength	Withstands overloads and partial discharges.	High resistance to short circuit currents.
Typical rating range	0.025 MVA to 20 MVA	0.005 MVA to 30 MVA

Parameters	Cast Resin Dry Type Transformer (CRT)	Vacuum Pressure Impregnated Transformer (VPI)
Insulation class	Class F	Class F (155°C) or Class H (180°C)

Key advantages and disadvantages of dry type transformers:

Advantages:

The dry-type transformer offers a significant enhancement in safety, as it eliminates the use of flammable or toxic liquids, thereby reducing the risk of leaks, fires, and associated hazards. Furthermore, these transformers are characterised by their maintenance-free and pollution-free operation, as they do not require oil changes, oil tests, or special disposal methods, thus minimising the potential for environmental contamination.

They are also distinguished by their ease of installation and flexibility in terms of placement. They can be situated near the load, thereby reducing the need for lengthy and costly low-voltage cables. Moreover, their environmentally friendly design, combined with their superior heat dissipation and thermal endurance, enables them to manage overloads with greater efficiency compared to oil-filled transformers.

The dry-type transformer also exhibits excellent performance under seismic conditions, owing to its rigid structure, which provides enhanced resistance to vibrations and shocks. Furthermore, its low impedance and high mechanical strength confer excellent resistance to short-circuit currents, ensuring reliable operation even in the most demanding applications. The use of high-quality insulation materials, capable of withstanding elevated temperatures without degradation, contributes to the transformer's longevity, as it minimises thermal and dielectric heating, thereby ensuring a prolonged service life.

Limitations:

In the low (upto 1.1 kV) and medium voltage (upto 33 kV) transformer categories where both oil-filled and dry-type transformers are technically feasible for similar applications; dry type transformers are relatively more expensive compared to oil-filled transformers. Additionally, dry transformers tend to be larger and heavier than their oil-filled counterparts with equivalent power and voltage ratings, due to the increased air gaps and insulation thickness required to ensure safe and efficient operation.

Another limitation of dry transformers is their increased sensitivity to environmental factors, such as dust, dirt, and vermin. The open ventilation design of dry transformers can allow foreign particles to enter the unit, potentially damaging the windings or causing short circuits. Furthermore, dry transformers are often noisier than oil-filled transformers, due to the higher magnetostriction and vibration that can produce audible sounds.

Applications for dry type transformers:

Some of the common applications of dry-type transformers are:

- Chemical, oil, and gas industry to supply power to various equipment and processes that involve flammable or explosive substances, such as refineries, petrochemical plants, pipelines, offshore platforms, etc
- Environmentally sensitive areas to protect the environment from oil spills or leaks that can contaminate water sources, soil, or wildlife habitats, such as water protection areas, forests, wetlands, etc.
- Fire-risk areas to prevent fire hazards or minimize fire damage in areas that are prone to fire outbreaks or have strict fire regulations, such as indoor substations, underground substations, hospitals, schools, hotels, shopping malls, etc.
- Renewable generation to connect renewable energy sources to the grid or to the load, such as wind turbines, solar panels, hydroelectric plants, etc.
- Other applications that require high performance, low maintenance, or special features, such as traction systems, marine systems, mining systems, data centers, metro rail networks, power distribution, etc.

4.1.2 Oil filled transformers

Oil-filled transformers are widely preferred above medium voltage levels and high MVA ratings due to their superior thermal dissipation capabilities and are typically deployed at power generating stations, substations and transmission networks, substations, transmission networks due to their superior thermal dissipation capability and higher power density. The design of an oil-type transformer is similar to that of a conventional transformer. The transformer oil plays a dual role as a cooling agent and an insulator, surrounding the windings and core to prevent overheating.

The cooling process is facilitated by convection, which enables the oil to circulate through the windings, coils, and core, thereby maintaining a stable temperature. Additionally, the oil is further cooled externally through a combination of methods, including air-cooled radiators for higher voltage applications and external cooling systems for lower voltage applications. The use of transformer oil as a cooling agent and insulator is a critical aspect of oil-type transformer design, as it enables the efficient and reliable operation of these devices in a wide range of applications.

Types of oil-filled transformers based on cooling methods:

ONAN (Oil Natural Air Natural)

- Uses natural convection; heat from core and windings transfers to oil, which rises and flows into radiators, then cools by natural air conduction
- No external fans; relies solely on natural circulation and cooling
- Suitable for transformers up to 30 MVA

ONAF (Oil Natural Air Forced)

- Enhances ONAN by adding fans to force air over radiators, increasing heat dissipation speed
- Faster cooling; automatic fan operation based on temperature
- Typically used for transformers up to 60 MVA

OFAF (Oil Forced Air Forced)

- Uses a pump to circulate oil through a heat exchanger; cooled by forced air via fans over the heat exchanger, mounted separately from the transformer
- Suitable for high-rating transformers in substations or power stations

OFWF (Oil Forced Water Forced)

- Similar to OFAF but uses forced water flow to transfer heat from the oil in the heat exchanger to a separate cooling system, enabling efficient heat removal
- Closed-loop system; ensures safe and reliable operation
- Designed for very large transformers rated in several hundred MVA

Key advantages and disadvantages of oil-filled transformers:

Advantages:

The oil-type transformer offers several advantages over its dry-type counterpart, particularly in terms of cost competitiveness, thermal performance, and suitability for higher capacity applications. Additionally, oil-type transformers have been shown to be more efficient in cooling the transformer, owing to the superior cooling properties of oil as a medium. This, in turn, enables oil-type transformers to operate at higher voltage capacities, with no theoretical limits, whereas dry-type transformers are generally restricted to operating below 35 kV.

Furthermore, oil-type transformers exhibit greater versatility in their application, as they can function as both power and distribution transformers, whereas dry-type transformers are typically limited to intermediate locations between the power source and the point of consumption. From an environmental perspective, oil-filled transformers also offer advantages, as they are more easily recyclable than dry-type transformers, reducing the risk of environmental pollution.

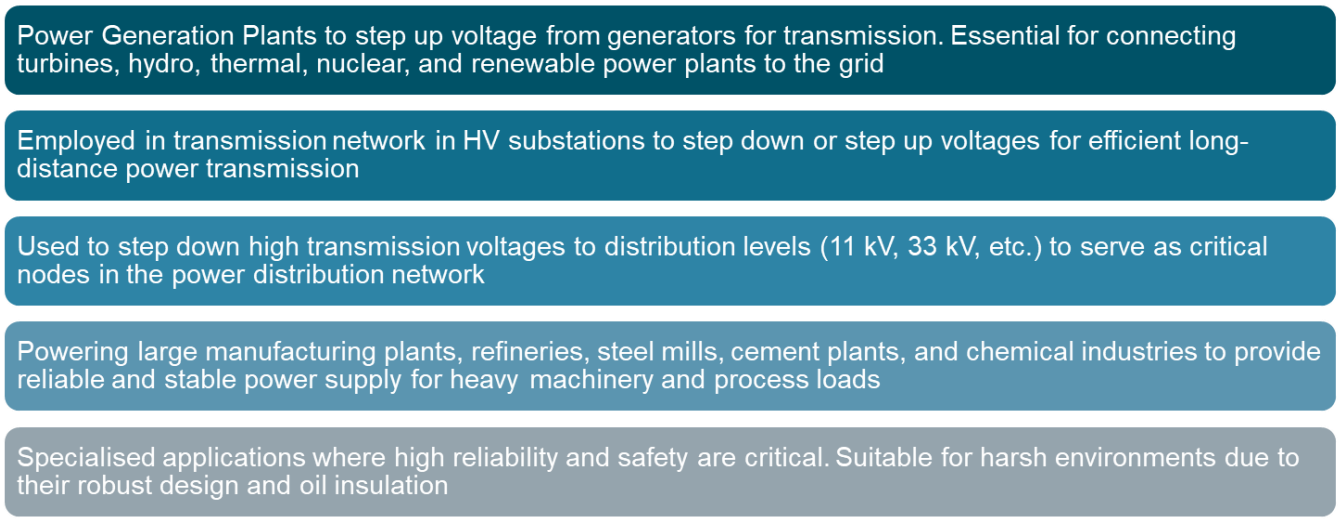
Limitations:

Oil-type transformers require more complex and expensive maintenance procedures, as the oil must be regularly checked and replaced to ensure optimal performance. Additionally, oil-type transformers can be more prone to oil leaks and spills, which

can have significant environmental and health implications if not properly addressed. Nevertheless, the benefits of oil-type transformers make them a popular choice for many applications, and their advantages are likely to continue to outweigh their limitations in the foreseeable future.

Applications for oil filled transformers:

Some of the common applications of oil filled transformers are:



4.2 Transformer types based on their purpose and voltage levels

The table below provides classification of transformer types, mapping each category to its typical end-use application and the corresponding typical voltage and rating ranges. It highlights how transformer design and specifications vary depending on where the unit is deployed ranging from high-voltage, high-MVA power-system duties (generation, transmission, and distribution) to specialised industrial, traction, renewable-energy, and metering/protection application.

Transformer categories	Applications and voltage levels
Power transformer	These are primarily used in power generation, transmission, and distribution systems. These transformers are intended to manage high voltages and enormous loads over extended distances. They play a crucial part in the processes of step-up and step-down voltage levels that occur between the power plant and the distribution network. **Generation/Transmission**- These are step up transformers to increase the generating voltage at large power stations. These transformers are usually rated at 25 – 1000 MVA, 33-765 kV voltage levels **Distribution** – These are step-down transformers and are relatively small in size and power rating. These are used to supply large industrial premises or distribution substations with rating ranging from 4 – 30 MVA with primary windings rated upto 66 kV and secondary windings upto 33 kV **End-user industry:** Power generation plants, transmission utilities, captive power plants, distribution utilities
Distribution transformers	A distribution transformer performs the last major voltage conversion before electricity reaches consumers. Its primary purpose is to step down distribution voltage, such as 11 kV, 22 kV or 33 kV, to lower utilisation voltages such as 415 V, 433 V, 240 V or other application-specific levels. They may be single phase or three-phase, pole-mounted or ground-mounted with ratings ranging from 15 kVA – 2,500 kVA. The preferred rated output values are 16 kVA, 25 kVA, 50 kVA, 100 kVA, 160 kVA, 250 kVA, 400 kVA, 630 kVA, 1000 kVA, 1,600 kVA and 2,500 kVA **Single phase distribution transformers** typically used in residential or light-load rural applications. **Three-phase distribution transformers** are used in commercial, industrial and utility networks where three-phase supply is required. **Pole-mounted transformers** installed on utility poles, are commonly used in rural and semi-urban distribution systems where loads are dispersed. **Pad-mounted or Ground-mounted transformers** are installed at ground level, these are widely used in urban distribution networks, industrial facilities and commercial premises. **End-user industry:** Residential complexes and housing societies, commercial buildings, healthcare facilities, institutions, industrial plants and manufacturing units, infrastructure projects, public utilities, rural electrification projects

Transformer categories	Applications and voltage levels
Rectifier transformer	Rectifier transformer is a special application transformer which includes diodes and thyristors. These act as a link between the grid and the AC-DC converters. The application of rectifier transformer is to provide required number of phases, voltage shifts needed to realise the conversion and to adjust the rectifier input to vary the DC output voltage. These are generally used in various applications such as electrolysis process, aluminium smelting, graphitizing etc. **End-user industry:** Green hydrogen plants, Aluminum smelters, Chlor-alkali plants, electrochemical industries, steel plants, railway traction, battery charging systems
Railway/ traction transformer	Traction transformers are specialised transformers used in railway electrification infrastructure to convert, regulate and distribute electrical power for train operations, including traction supply to OHE, feeding arrangements, and associated traction substations. In India, traction power is typically drawn from the grid at high-voltage levels such as 220 kV, 132 kV or 110 kV (as applicable to the local transmission network) and stepped down to traction distribution voltages, most commonly 25 kV AC for supplying the OHE in the 25 kV single-phase traction system. Traction transformers are engineered for the operating conditions of railways, including frequent and steep load fluctuations arising from train acceleration and regenerative braking, repetitive overloads, harmonic-rich currents from traction converters, as well as mechanical vibrations, exposure to dust, moisture, pollution and temperature variations, and stringent requirements relating to reliability, fire safety and protection coordination. **Traction transformer types:** Depending on the electrification scheme and substation design, traction transformers may be configured as single-phase traction transformers, three-phase to two-phase transformers, or Scott-connected transformers (used to convert three-phase grid power into two single-phase outputs with balanced loading), along with variants such as autotransformer-feeding transformers used in higher-capacity corridors. Given the specialised nature of railway traction loads and the need to minimise phase imbalance on the grid, railways also require dedicated high-capacity traction transformer solutions an important example being 100 MVA / 220 kV Scott-connected traction transformers, which are designed to interface with the transmission network and supply railway traction substations while supporting balanced power draw and stable traction operation. **End-user industry:** Indian railways, metro rail systems, locomotives
Furnace transformer	These are used to feed electric furnaces used to melt and refine materials. Furnace transformers are associated with very high secondary currents and wide output voltage regulation in order to cope with furnace needs. The input voltage is derived from standard three phase AC distribution voltages (primary side) like 433V, 3.3 kV, 6.6 kV, 11 kV, 22 kV, 33 kV etc. Secondary voltage can be between 400 to 1,000 V decided by the required D.C. output. **End-user industry:** Steel plants, EAF/induction furnace, foundries, copper and aluminum processing industries
Inverter duty transformer	These transformers are particularly used in renewable power systems and mainly in the solar power systems. They address peculiarities of energy produced by the solar photovoltaic panel and intensity converted and regulated by the inverter which converts DC to AC. **End-user industry:** Solar plants, wind plants, BESS, industrial drives, VFD applications, UPS systems
Instrument transformer	These are used to transform current as well as a voltage levels. The most common use of instrument transformers is to safely isolate the secondary winding when the primary has high voltage and high current supply. The output of these transformers is used for measuring instrument, energy meters, or relays. The instrument transformer is further divided into two types: • Current Transformer (CT) - used for measuring electricity and also for protection • Potential Transformer (PT) - transforms voltage from a higher value in the primary windings to a lower value in the secondary windings **End-user industry:** Substations, protection and metering systems, industrial plants, etc.
Other Specialty transformer	Special transformers serve specialised applications within the industrial and grid sectors. These transformers are built to withstand and manage overcurrent, overvoltage, and reactive loads, even in the most adverse conditions.

4.3 Transformer segmentation by voltage class

The Indian transformer market can be broadly segmented into low voltage (LV), medium voltage (MV), high voltage (HV), extra high voltage (EHV), and ultra-high voltage (UHV) categories based on the operating voltage levels and end-use applications.

Transformer categories	Description
LV transformers	Usually operate at voltages below 1 kV and are primarily used in industrial facilities, commercial buildings, residential complexes, and distributed energy systems. These transformers are typically rated

Transformer categories	Description
	up to a few MVA and are characterised by relatively simple designs, standardised manufacturing processes, and short delivery cycles
MV transformers	Typically cover 3.3 kV to 33 kV range and include distribution transformers as well as industrial power transformers. This segment constitutes the largest volume segment in the Indian transformer industry, serving distribution utilities, industrial consumers, renewable energy projects, and infrastructure applications. Typical ratings range from 25 kVA to 25 MVA
HV transformers	Generally, encompass voltage levels of 66 kV, 110 kV and upto 132 kV. These transformers are deployed in transmission substations, industrial captive power systems, renewable pooling stations, and railway traction applications. Ratings typically range from 10 MVA to over 250 MVA
EHV transformers	Cover voltage levels of upto 765 kV and above and form the backbone of India's interstate and intrastate transmission network. These transformers are deployed in large transmission substations, renewable energy evacuation corridors, generation switchyards, and interconnection facilities. Ratings typically range from 315 MVA to over 500 MVA
UHV transformers	Operating above 765 kV. Although India does not currently operate commercial AC transmission systems above 765 kV. While experimental UHV lines operating at 1,200 kV are currently under development in India. Currently, the world's highest reported transformer capacity is 587 MVA, operating at a maximum transmission voltage level of 1,100 kV

4.3.1 Significance of moving up the value chain

The transformer industry exhibits a significant increase in technological complexity and value addition as manufacturers move from LV and MV products toward EHV and UHV transformers. While lower-voltage transformers are largely standardised products with relatively low entry barriers, higher-voltage transformers require specialised engineering capabilities, advanced manufacturing infrastructure, extensive testing facilities, and long qualification histories with utilities.

At the LV and MV levels, transformer manufacturing is relatively fragmented, with a large number of regional and national manufacturers competing primarily on cost, delivery timelines, and operational efficiency. The manufacturing process relies on conventional fabrication, winding, assembly, and routine testing procedures. Capital requirements are comparatively modest, and lead times typically range between four and twelve weeks.

The HV segment represents a significant step-up in technological sophistication. Transformers operating at 132 kV and 220 kV require more advanced insulation systems, tighter manufacturing tolerances, higher short-circuit withstand capability, and comprehensive type testing. Utility approvals, vendor registrations, and demonstrated field performance become increasingly important. Lead times typically extend to 4-8 months, while capital requirements increase substantially due to the need for larger winding facilities, vapor phase drying systems, oil processing equipment, and high-capacity testing infrastructure.

The EHV segment introduces another layer of complexity. Manufacturing 400 kV transformers require highly specialised design capabilities, advanced insulation engineering, sophisticated electromagnetic modeling, and extensive quality control systems. Components such as bushings, on-load tap changers, and insulation structures become significantly more complex and expensive. EHV transformers are often custom engineered for specific projects, requiring extensive coordination with utilities and EPC contractors. Lead times typically range from 8-14 months. Only a limited number of Indian manufacturers possess the technical capability, testing infrastructure, and utility approvals necessary to participate in this segment.

The UHV segment constitutes the highest tier of transformer manufacturing and is characterised by exceptionally high entry barriers. Transformers operating above 765 kV require advanced dielectric design, sophisticated manufacturing environments, precision assembly processes, and world-class testing facilities capable of performing lightning impulse, switching impulse, partial discharge, temperature rise, and short-circuit tests at extremely high voltage levels. Manufacturing such transformers requires substantial investments in design software, testing laboratories, heavy fabrication facilities, and specialised engineering talent. Lead times can extend beyond 12 months, while project qualification cycles may span several years.

Differences in testing and certification requirements

Testing requirements become progressively more stringent as voltage levels increase. LV and MV transformers generally require routine tests and compliance with Bureau of Indian Standards (BIS) and relevant Indian Standards. HV transformers require additional type tests, short-circuit withstand verification, and utility-specific qualification procedures. EHV and UHV transformers often require extensive type testing at accredited laboratories, including impulse testing, induced over-voltage testing, partial discharge measurement, thermal performance testing, and in some cases system-level validation. Utilities such as PGCIL, Railways and leading state transmission utilities maintain rigorous qualification requirements that significantly increase the barriers to entry.

As manufacturers move from distribution transformers to 400 kV and 765 kV transformers, the challenge is not merely manufacturing but demonstrating compliance through testing and field performance.

A distribution transformer manufacturer may need only routine testing and BIS compliance, whereas a 765 kV transformer supplier must demonstrate successful impulse testing, switching impulse testing, partial discharge performance, short-circuit withstand capability, utility approvals, and years of operational history. The cost of establishing testing facilities alone can run into hundreds of crores of rupees, which is why the competitive landscape narrows significantly in the EHV and UHV segments. Consequently, certifications, testing capabilities, and utility qualifications become as important as manufacturing capacity itself in determining a company's ability to compete in the higher-value transformer segments.

Short circuit withstand testing is widely considered one of the most demanding and technically challenging tests that a transformer manufacturer must demonstrate. It is performed on power transformers across distribution, power, HV and EHV classes. This test is essential to ensure that a transformer can withstand the extreme mechanical and thermal stresses encountered during external system faults, such as short circuits, without sustaining damage or compromising its operational integrity. When a short circuit occurs, transformers are subjected to high fault currents that generate significant electromagnetic forces, potentially leading to deformation of windings, structural failures, or insulation breakdown. Short-circuit testing validates that the transformer's design and construction covering aspects such as winding geometry, conductor sizing, core and coil clamping, and tank robustness are adequate to endure these stresses, with post-test assessments confirming that key parameters remain within acceptable limits.

The importance of short circuit testing increases significantly with transformer voltage and power ratings. For distribution transformers at 11 kV and 33 kV levels typically experience lower fault levels and comparatively simpler mechanical stress profiles. In the HV segment, short-circuit withstand capability becomes increasingly important as network fault level rises and utilities demand higher reliability. At the HV and UHV levels, short-circuit withstand capability becomes one of the most critical design parameters. A failure in these high-value transformers can result in prolonged outages, substantial replacement costs, and safety risks. Consequently, proven short-circuit withstand capability is a core requirement for vendor qualification and is often mandated by end-users and regulatory authorities. The need for specialised test facilities, advanced instrumentation, and robust engineering expertise makes short-circuit testing a significant barrier to entry for manufacturers, especially in the HV and EHV segment. Manufacturers must invest heavily in technical expertise, design capabilities, and testing infrastructure, while also bearing the risk and cost associated with potential test failures and subsequent redesigns.

The testing infrastructure itself represents a substantial barrier to entry. Short-circuit testing cannot typically be performed within standard transformer factories due to the enormous power level involved. Only a limited number of specialised laboratories worldwide possess the capability to generate and control the required fault currents. Facilities such as KEMA, CESI, and a few accredited laboratories are among the few institutions capable of conducting full scale short-circuit tests for large power transformers. Securing testing slots at these facilities often involves significant cost, long waiting periods, transportation logistics and extensive engineering preparation.

In addition to short-circuit testing, manufacturers must comply with a comprehensive set of approvals and certifications tailored to the requirements of specific end-user industries. For example, transformers supplied to Indian Railways must be approved by RDSO, which involves rigorous design reviews, testing, and quality audits. Similarly, transformers intended for transmission utilities such as PGCIL must meet stringent pre-qualification criteria, including compliance with IEC/IS/IEEE standards, witnessed testing, and detailed inspection protocols. Other sectors such as renewables, refineries, metro rail, and data centres may require additional certifications, including ISO standards, environmental and fire safety compliance, and third-party validation of performance parameters.

Collectively, the combination of short-circuit testing and industry-specific approvals and certifications creates substantial barriers to entry for new manufacturers. These requirements demand significant upfront investment, advanced technical expertise, and proven design and engineering capabilities, which are typically accumulated over years by established players in the transformer industry. This ensures that only manufacturers with robust quality assurance systems and a track record of reliable performance are able to supply mission-critical HV and EHV transformers to demanding end-user segments.

Capital intensity and competitive landscape

Capital intensity rises sharply with increasing voltage class. A manufacturer focused on distribution transformers can establish operations with relatively modest investments compared to a manufacturer targeting 400 kV and 765 kV transformers. EHV and UHV transformer production require large manufacturing bays, heavy-duty cranes, vapor phase drying systems, impulse testing laboratories, high-capacity assembly facilities, and advanced engineering capabilities. Consequently, the competitive landscape narrows considerably as one moves up the voltage spectrum.

The LV and MV segments are characterised by a large number of domestic manufacturers and intense price competition. The HV segment has fewer qualified suppliers and higher technical barriers. The EHV and UHV segments are dominated by a limited group of established players with proven execution records, specialised testing infrastructure, and long-standing utility relationships. As a result, manufacturers operating in these segments generally benefit from higher value addition, stronger pricing power, longer order visibility, and more favorable competitive dynamics.

Strategic Implications

For transformer manufacturers, moving from MV and HV products toward EHV and UHV transformers represents a strategic progression up the value chain. Such a transition typically leads to higher revenue per unit, greater technological differentiation, stronger customer stickiness, improved margins, and reduced competitive intensity. However, it also requires substantial investments in engineering talent, manufacturing infrastructure, testing capabilities, quality systems, and utility qualification processes. Consequently, successful participation in the EHV and UHV segments is often viewed as a key indicator of technological maturity and long-term competitive positioning within the transformer industry.

4.4 Insulation class for transformers

Transformer insulation is a critical transformer insulation component that separates electrical currents while ensuring energy transfer efficiency. It prevents short circuits, enhances safety, and prolongs the lifespan of transformers. Materials like paper insulation, oil, resin, and gas are commonly used. Insulation materials used in transformers are in three states such as solid, liquid and gaseous.

Some of the key insulating material used in a transformer are Transformer oil or Mineral oil, DDP (Diamond Dotted Press Paper), Insulating Kraft / Crepe Paper, Cotton Tape, Electrician Laminated wood, Bakelite, Oil Duct Strip, Unidirectional Binding Tape, Phenolic Paper laminated tube, Electrical Press board, Cast Resin, Polyester film, etc. These material are used in transformers for insulating the conductor. While in use, insulation materials are subjected to various electrical, mechanical, thermal stresses and partial discharges. Therefore, these materials must withstand these stresses such that their performance is not affected throughout the life expectancy of the equipment, which is considered approximately 25-30 years.

Insulation grade refers to the heat resistance grade of insulation materials used for transformer windings. The temperature grade of insulation is class A, class C, class E, class B, class F, class H and class Y. Oil-type transformer has class A, and the maximum operating temperature is 105 ℃. The maximum operating temperature of Class F (epoxy resin) dry transformer is 155 ℃. According to the ability of different insulation materials to withstand high temperatures, seven allowable maximum temperatures are specified, which are arranged as follows:

Table 11: Transformer insulation classification

Insulation class	Max. temperature limit (℃)	Commonly used insulation materials
Class Y	90	Cotton, silk, paper, and wood without impregnation
Class A	105	Cellulose materials treated by impregnation (such as insulation paper, paperboard, etc.)
Class E	120	Polyester film, Polyester fiber paper, etc.
Class B	130	Mica, Fiberglass, etc.
Class F	155	Epoxy resin, Nomex paper, etc.
Class H	180	Silicone rubber, Ceramic fiber, etc.
Class C	220	Polyimide film, Mica products, and other high-temperature resistant materials

Source: Industry, Crisil Intelligence

4.5 Power transformer manufacturing process

Manufacturing a power transformer is a multi-stage, capital-intensive process combining precision metallurgy, electrical engineering, chemical insulation technology, and high-bay mechanical fabrication. The journey from raw materials, such as cold rolled grain oriented (CRGO) steel, electrolytic copper, and specialised insulation to a fully operational unit is an exercise in uncompromising precision. Every stage of the lifecycle, from the initial computational electromagnetic design to the meticulous assembly of the active part, advanced vapour phase drying, and stringent high-voltage testing, demands strict adherence to microscopic tolerances.

4.5.1 Key raw materials for transformer manufacturing

The production of transformers relies heavily on the availability of key raw materials, including CRGO Electrical Steel, Copper Wire, Mild Steel, Transformer Oil, Relays, Bushings, and other auxiliary components. In India, transformer manufacturers typically source these raw materials through a combination of imports and local suppliers, which are then assembled at their manufacturing facilities. The table below presents the major raw materials used in a typical 100 MVA transformer, along with their key specifications/grades and their approximate percentage share in the total manufacturing cost.

Table 12: Major raw materials used in a transformer (for 100 MVA)

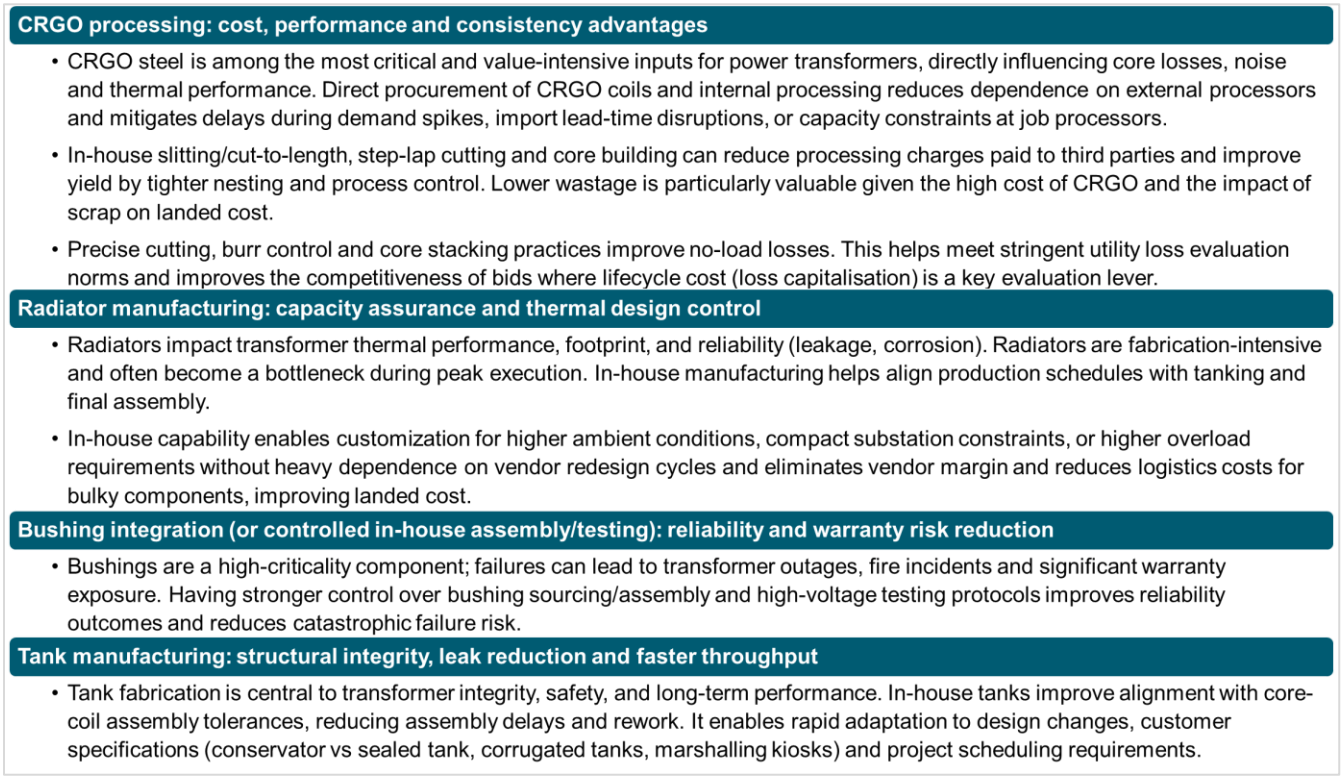
Raw Material	Key Specifications / Grades	% share of total cost
CRGO Silicon Steel (Core Laminations)	M3, M4, Hi-B; 0.23–0.35 mm thickness; laser-domain-refined for premium grades	25-30%
Copper Conductors — Windings	Electrolytic grade 99.99% purity; round wire, rectangular bar, foil, CTC (continuously transposed cable); paper-insulated	28-32%
Transformer Insulating Oil	Naphthenic mineral oil (IS 335/IEC 60296 Grade I/II); natural ester; synthetic ester	5-8%
Pressboard / Kraft Paper / Insulating Paper	Calendered pressboard, diamond dotted paper (DDP), thermally upgraded paper; kraft paper 0.05–1.5 mm	5-8%
Transformer Bushings	Oil-impregnated paper 33–220 kV; resin-impregnated paper 66–765 kV; capacitance-graded for EHV; up to ±800 kV class for HVDC	2-5%
On-Load Tap Changer	Oil-type or vacuum-type; 33 kV to 800 kV class; 9–33 tap positions; 300–2,000 A rated current	4-8%
Radiators (Cooling Fins)	Mild-steel panel radiators; corrugated fin radiators; ODAF/ONAF cooling banks; painted with oil-resistant paint	3-6%
Mild Steel — Tank & Structural	IS 2062 Grade A/B low-carbon plate (6–25 mm); CRNO sheet for radiators; non-magnetic steel for active-part clamp plates	7-12%
Other Accessories — Buchholz, WTI, OTI, fans, pumps	Buchholz relay, PRD (pressure relief device), oil-level gauge, WTI, OTI, cooling pumps/fans, marshalling box, earthing terminals, cable boxes	5-10%

Source: Crisil Intelligence

4.5.2 Benefits of backward integration

Backward integration in transformer manufacturing can materially strengthen a manufacturer's competitive position, particularly in an environment of rising renewable-driven demand, tighter delivery timelines and periodic volatility in input availability/prices. Integrating upstream into key components and processes such as CRGO processing, radiator manufacturing, bushings, and tank fabrication delivers benefits across cost, quality, delivery assurance and working-capital efficiency often translating into structurally better margins and improved ability to scale.

Figure 40: Benefits of backward integration of critical components



Backward integration can structurally improve profitability and execution certainty by internalising value that would otherwise accrue to external vendors, thereby enabling conversion margin capture across key fabricated/processed components. Higher in-house content also improves fixed-cost absorption and operating leverage as volumes scale, supporting more stable margins.

Backward integration also strengthens supply-chain control and working-capital efficiency by lowering dependence on a limited vendor base during demand upcycles, improving production planning and sequencing to avoid WIP build-up or line stoppages due to long-lead parts, and enhancing delivery credibility, an increasingly important differentiator in tenders that supports revenue conversion and reduces liquidated damages risk.

It enables competitive pricing without sacrificing returns through a lower landed-cost base, the ability to offer loss-optimised designs (notably via CRGO processing) that win on evaluated lifecycle cost rather than headline price, and reduced margin volatility from better control over input sourcing and processing.

In renewables, where timelines are compressed and evacuation equipment often sits on the critical path, integrated capabilities support shorter lead times and faster scalability by allowing parallel manufacturing of tanks/radiators/cores and quicker ramp-up during sudden order inflows.

Overall, backward integrated players are typically better positioned to serve this expanding market efficiently, offering more reliable delivery and consistent quality and are likely to translate these advantages into improved results of operations through stronger margins, lower execution risk and more dependable cash conversion.

4.5.3 Manufacturing process of a typical transformer

The transformer manufacturing process typically progresses from front-end engineering and sourcing to precision fabrication of the magnetic core and windings, followed by assembly and moisture removal to ensure dielectric integrity. The active part (core–coil assembly) is then integrated into a fabricated and tested tank, after which the unit undergoes controlled vacuum oil filling and hot-oil circulation (or resin casting for dry-type variants) to eliminate air/moisture and stabilise insulation performance. Finally, the transformer is subjected to a comprehensive suite of routine and type tests (electrical, dielectric, thermal, impulse, noise, and mechanical as applicable) before pre-dispatch inspection and customer acceptance and then shipped with appropriate transit protection.

The table below indicates the typical lead times for various categories of transformers. However, these lead times may vary based on factors such as utility approvals, customer specifications, complexity level, availability of imported materials, and specific testing requirements.

Transformer category	Typical lead time
Distribution transformer upto 5 MVA	8 – 16 weeks
Large power transformer upto 100 MVA	20 - 48 weeks
EHV and other specialty transformer from 100 – 500 MVA	8 – 24 months
100 MVA Scott Transformer*	8 – 10 months

* *This lead time is for established RDSO approved suppliers getting repeat orders based on approved designs and specifications. However, it may extend to 12-18 months for new designs and first-time approvals*

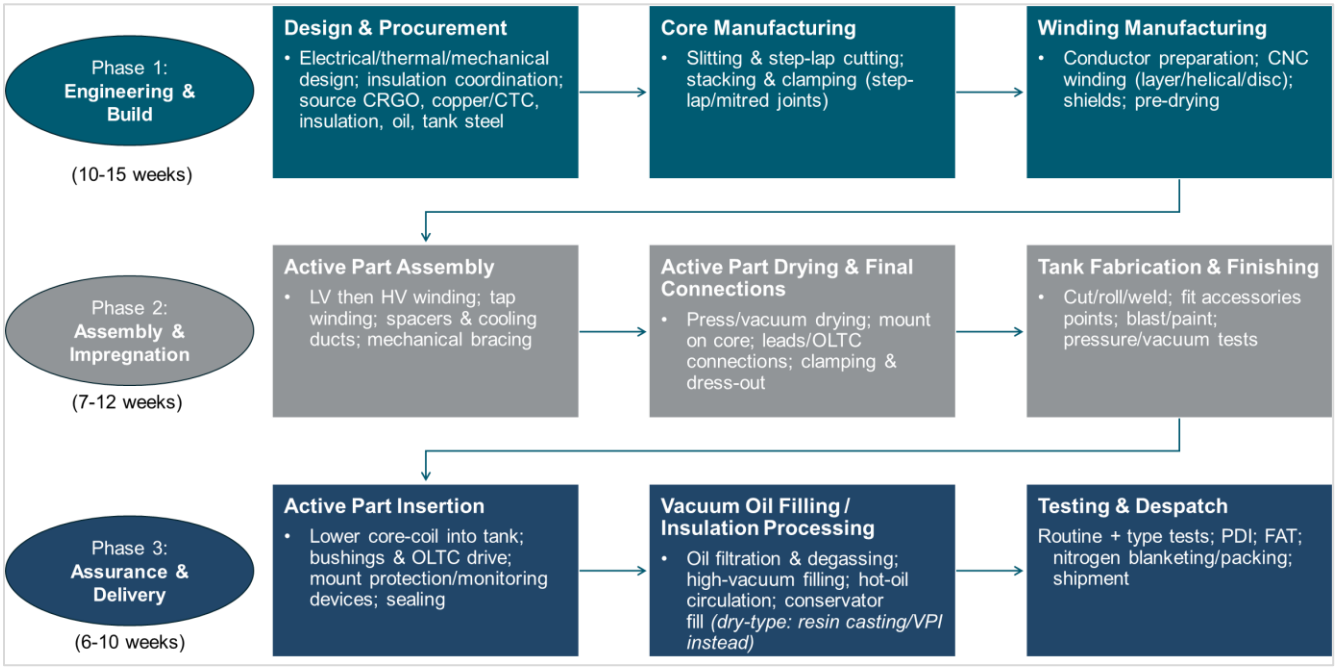
The manufacturing sequence follows a strict stage-gate model governed by IS 2026 / IEC 60076 quality plans, RDSO (for railway units), and customer-specific inspection and test plans. A typical oil-filled power transformer (33 kV to 765 kV class) passes through several stages before leaving the factory, each materially influencing core losses, load losses, service life, and reliability.

Design is a critical part of the transformer manufacturing value chain and lies at the heart of the industry, as it directly influences product performance, efficiency, reliability and cost competitiveness of manufacturers. Strong design capabilities enable manufacturers to tailor transformers to diverse technical specifications, evolving regulatory requirements, and varied operating conditions across high growth end-user sectors such as railways, metro rail, renewable energy, BESS, DISCOMs and industrial applications. As demand rises from multiple sectors and across a wide spectrum of transformer types, players with robust design expertise are better positioned to respond swiftly to customer needs, maintain quality standards, optimise manufacturing outcomes, and strengthen their competitive standing in the market.

Further, in-house testing facilities are also a critical component of the transformer manufacturing process, particularly in the HV, EHV, traction, dry-type, and specialty transformer segments, where product reliability, insulation integrity, and compliance with stringent technical standards are of paramount importance. Manufacturers possessing comprehensive in-house testing capabilities generally enjoy a significant competitive advantage over players that rely primarily on external laboratories, as such facilities enable faster product development, continuous process validation, improved quality control, reduced testing lead times, and enhanced customer confidence. In-house testing infrastructure allows manufacturers to conduct routine, type, and special tests across electrical, thermal, mechanical, dielectric, and insulation performance parameters in accordance with IEC, IS, IEEE, RDSO, and utility-specific standards. This capability is particularly important in transformer manufacturing because even minor defects in insulation systems, winding assembly, or core construction can result in operational failures, grid disturbances, or premature asset deterioration. Consequently, strong testing infrastructure acts not only as a critical quality assurance mechanism but also as a major technical and commercial entry barrier within the transformer manufacturing industry, especially in high-voltage and technologically specialised transformer categories.

Transformers are the most expensive equipment in a switchyard/substation accounting for 30-40% of the cost and are generally expected to operate for the full design life of a substation, typically around 35 years. However, several transformers installed across Indian utilities have been observed to fail within the initial years of service due to factors such as normal ageing, insulation and bushing failures, inadequate maintenance practices, frequent system faults, and transient overvoltage. As per the CEA, about 1.3 million distribution transformers fail annually, creating a substantial financial burden on utilities. Consequently, utilities, railways, metro corporations, industrial customers, and renewable energy developers place strong emphasis on manufacturers with robust in-house testing infrastructure to validate key performance parameters prior to dispatch.

Figure 41: Transformer manufacturing process



An indicative manufacturing timeline mentioned under each phase is for a typical 100 MVA power transformer
Source: IEEE, Industry, Crisil Intelligence

4.5.4 Technical complexity and manufacturing requirement of dry type transformers

Dry-type transformers and oil-filled transformers differ significantly in terms of design philosophy, insulation systems, thermal management, manufacturing complexity, testing requirements, and application engineering. While both perform the same fundamental function of voltage transformation, dry-type transformers require a much higher degree of precision in insulation engineering, thermal design, fire performance, and manufacturing process control because they operate without insulating oil, which in conventional transformers acts both as a dielectric medium and a cooling medium.

One of the most critical aspects of dry-type transformer manufacturing is control over the resin casting and insulation process. Cast resin transformers require precise vacuum casting, curing cycles, temperature control, moisture control, and material handling to avoid internal voids, cracks, or partial discharge initiation points within the insulation system. Even small manufacturing defects can significantly impact transformer reliability and long-term insulation performance. Consequently, dry-type transformer manufacturing requires highly controlled production environments, specialised casting facilities, vacuum pressure equipment, curing ovens, clean-room-like process controls, and highly trained technical personnel.

From a design and R&D perspective, dry-type transformers involve considerably more sophisticated insulation and thermal engineering compared to oil-filled transformers. The absence of oil makes the transformer more sensitive to localised electric field stress, thermal hotspots, moisture ingress, and insulation defects. Therefore, dry-type transformer design **requires extensive in-house R&D capability** in areas such as electric field simulation, thermal modeling, airflow optimisation, harmonic performance, insulation aging behavior, fire performance, and mechanical stress analysis.

In-house R&D and design support are particularly important in the dry-type transformer segment because application requirements vary significantly depending on installation environments such as metros, tunnels, commercial buildings, hospitals, airports, data centres, offshore platforms, industrial plants, and renewable energy installations.

Dry-type transformers often require specialised testing related to fire behavior, environmental endurance, climatic performance, smoke emission characteristics, and flame retardancy. For applications such as metro rail systems, underground stations, data centres, and commercial infrastructure, compliance **with environmental and climatic classifications such as E2, C2, and F1 under IEC 60076-11** classifications is often mandatory. These tests require access to sophisticated testing laboratories capable of performing partial discharge measurements, thermal cycling tests, environmental chamber testing, fire performance testing, and dielectric validation under controlled conditions. Institutions such as Central Power Research Institute (CPRI), KEMA, CESI, ASTA, and TÜV are commonly involved in certification and validation of such transformers.

Importantly, while these certifications are a prerequisite for participation in high-stakes segments like metro rail and underground infrastructure, not all manufacturers possess the technical capability or resources to meet these stringent international standards. The process involves extensive type testing under simulated extreme conditions, investment in fire-retardant and low-smoking materials, and adherence to strict quality control protocols. As a result, E2, C2, and F1 certifications serve as a formidable barrier to entry, effectively limiting market access to only those manufacturers with proven engineering expertise, advanced R&D capabilities, and a commitment to the highest levels of product safety and reliability. This ensures that qualified suppliers are able to cater to the specialised and safety-critical needs of metro, data center, and similar infrastructure projects, thereby reinforcing the importance of these certifications as a key differentiator and entry barrier in the dry-type transformer market.

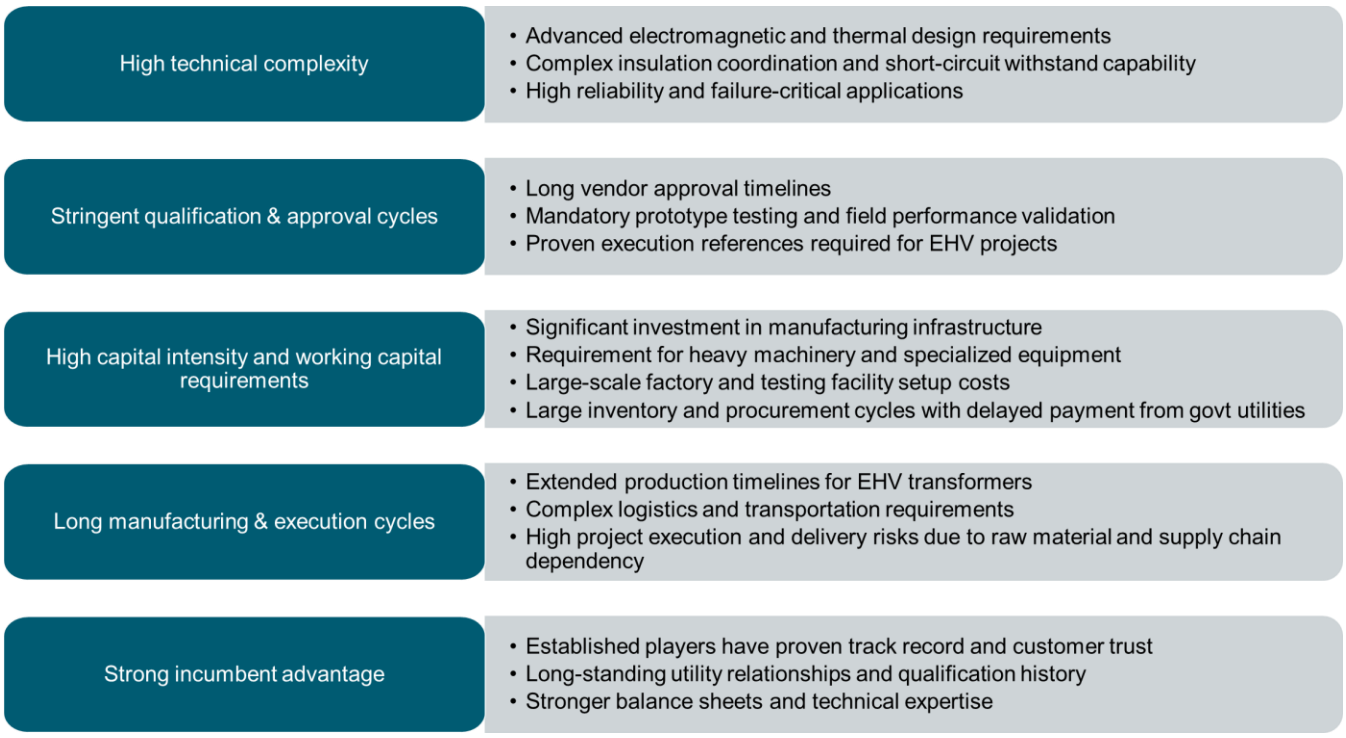
The skill level required for manufacturing dry-type transformers is generally considered higher in terms of insulation engineering, resin technology, process control, and quality assurance when compared to conventional oil-filled transformers. As a result, dry-type transformer manufacturing tends to have higher technical entry barriers, lower tolerance for process deviations, and greater dependence on advanced engineering and R&D capability compared to traditional oil-filled transformer manufacturing.

Overall, dry-type transformers represent a technologically specialised segment of the transformer industry where product performance depends heavily on advanced design engineering, insulation science, process precision, testing capability, and long-term R&D investment. Consequently, manufacturers with strong in-house engineering capabilities, specialised process know-how, proprietary resin technologies, and advanced testing infrastructure tend to possess significant competitive advantages in this segment.

4.6 Barriers to entry in HV/EHV transformer segment

The transformer manufacturing industry, particularly in the HV, EHV, and HVDC segments, has significant barriers to entry due to the highly specialised nature of the products, stringent utility qualification requirements, and substantial capital intensity involved in establishing manufacturing and testing infrastructure.

Figure 42: Key barriers to entry – HV/EHV transformer industry



Manufacturing HV/EHV transformers requires advanced engineering capabilities in electromagnetic design, insulation coordination, thermal management, short-circuit withstand design, and high-voltage clearances, where even minor design deficiencies can lead to catastrophic failures in operation. The industry also involves long product development and qualification cycles, as utilities and transmission companies generally require extensive technical approvals, prototype testing, field performance validation, and prequalification before vendors become eligible for large tenders. In India, qualification for

central utilities and agencies such as PGCIL, Indian Railways, NTPC, state transmission utilities, and renewable developers often takes several years and requires successful execution history and proven references in similar voltage classes.

In addition, the sector is highly capital intensive due to the requirement for large manufacturing facilities, heavy-duty winding and core processing equipment, vapor phase drying systems, oil processing plants, high-capacity cranes, and sophisticated testing laboratories.

Access to reliable supply chains for critical raw materials such as CRGO steel, copper conductors, bushings, OLTCs, insulating materials, and specialised components also acts as a major barrier, especially since several of these components remain import dependent. Furthermore, long manufacturing cycles, high working capital requirements, performance bank guarantees, liquidated damages exposure, and stringent reliability expectations from utilities create significant financial and execution risks for new entrants. The market is therefore largely dominated by established manufacturers with proven technical capabilities, established customer relationships, strong balance sheets, and long operational track records.

High-end, high-value transformers typically large power transformers (higher MVA and kV classes used in transmission, evacuation, and major industrial applications) are structurally different from high-volume, low-value distribution transformers. The former are engineered-to-order products with stringent design, testing, and reliability requirements, long qualification cycles, and high criticality for grid stability. This raises entry barriers materially. Players need deep design capability, established supplier ecosystems for CRGO/active parts and bushings, large manufacturing and handling infrastructure, type-test facilities, and importantly utility approvals and a proven operating track record.

As a result, competition is narrower and more quality oriented and execution-led (delivery commitments, failure rates, technical compliance), which typically supports better pricing discipline and a higher share of value-added content. These factors translate into a higher margin profile versus distribution transformers, where products are comparatively standardised, buyer power is higher, procurement is more commoditised (often L1/tender-led), and competitive intensity is elevated due to lower technical entry barriers and a larger number of eligible suppliers compressing margins despite high unit volumes.

From an industry-trend perspective, manufacturers with strength in high MVA/kV transformers are better positioned to capitalise on the ongoing upcycle in transmission build-out, renewable evacuation, grid strengthening, and the increasing complexity of network operations (including higher short-circuit levels, reactive power management needs, and reliability-focused replacements). These demand drivers skew toward larger ratings and higher voltage classes, where capacity additions are lumpy but value accretive and where timely execution and technical credibility matter as much as price.

Consequently, high MVA/kV players are more likely to outperform through superior mix (a greater share of premium products), stronger order-book visibility, and improved operating leverage during upcycles while remaining relatively insulated from the intense, price-driven competition that characterises the distribution transformer market. Overall, the higher value and higher margin nature of high MVA/kV transformers, coupled with higher entry barriers and more rational competitive dynamics, positions established players in this segment to capture disproportionate gains as grid capex and system complexity rise.

4.7 Transformers in railways sector

A traction transformer is a specialised transformer used in railway systems, particularly in electric locomotives and high-speed trains. Its main objective is to convert the high voltage supplied through overhead wires into a lower, safer voltage that powers the train's traction motors. Unlike typical power transformers that transfer electricity within the grid, traction transformers are designed to handle the rapid fluctuations and tough conditions of railway operations. They play a crucial role in ensuring smooth train movement by transforming high-voltage AC into the appropriate voltage for propulsion and auxiliary systems like lighting, air conditioning, and signalling.

In India, where the railway network is one of the largest and busiest in the world, traction transformers are essential for the operation of electrified routes. As Indian Railways pushes toward complete electrification and aims for more sustainable transportation, the demand for reliable and efficient traction transformers has increased significantly. These transformers are installed both on trains such as electric locomotives, EMUs, and coaches and at trackside substations that step down high-voltage grid power to levels suitable for railway systems. They are vital for supporting the expansion of rail and metro networks, ensuring consistent and efficient power supply.

Traction transformers are designed to be compact and lightweight, yet robust enough to withstand the mechanical and thermal stresses caused by frequent acceleration, braking, and load changes. They are typically cooled using oil or air and incorporate advanced insulation and safety features to ensure durability and long-term performance under demanding operating conditions.

The railway sector represents one of the most rigorous procurement environments in the transformer manufacturing industry. They must conform to RDSO specifications, pass mandatory RDSO type tests, and be supplied only by manufacturers on RDSO's Approved Vendor List (AVL). It is the technical standards body of Indian Railways which issues and maintains all mandatory specifications for traction transformers, creating a captive, access-gated market where technical qualification is the primary differentiator. New entrants must successfully navigate a multi-stage qualification process before a single transformer can be commercially supplied to Indian Railways.

Table 13: Types of railway / metro transformers

Type	Description	Typical rating
Traction Supply Transformer	Grid supply transformer at traction substation; single-phase, oil-type; steps down HV grid supply to 25 kV OHE	8 MVA to 25 MVA
Traction Supply Transformer	Scott-connected or V-connected feeding transformer for autotransformer-based 2×25 kV system; single-phase, oil-type	21 MVA to 50 MVA
Autotransformer	Line-mounted at every 10–15 km along track; reduces impedance, improves voltage profile; single-phase oil-type	3–6 MVA
Booster Transformer	Trackside transformer that forces return current to flow through the booster return conductor; 1:1 ratio; dry or oil-filled	100–630 kVA
On-Board Loco Traction Transformer	Mounted on locomotive; single-phase, liquid-cooled; provides multiple secondary windings for traction motors and auxiliary converters	1–7 MVA (loco type)
Station Auxiliary Transformer (Metro / IR Stations)	Station power supply; typically, dry-type CRT; for HVAC, lighting, escalators, emergency power; installed indoors	250 kVA – 2,500 kVA
Main Receiving Substation Transformer — Metro	Grid interface at metro MRS; three-phase oil-filled; feeds traction power substation and auxiliary loads	20–50 MVA (three-phase)
Scott transformer	Interface between a single-phase traction load and a three-phase utility grid to convert three phase AC to two single-phase outputs	Upto 100 MVA
LT Supply / Signalling Transformers	Dry-type or oil-filled; supplies power for signalling systems, SCADA, communication equipment; safety-critical redundancy design	5–100 kVA

Source: RDSO, Industry, Crisil Intelligence

The traction supply transformers, Scott connected transformers, autotransformers are typically used in India's modern 2x25 kV railway electrification system.

Metro rail and urban transit expansion across cities drives deployment of traction, auxiliary and compact transformer solutions designed for dense urban settings. Station auxiliary transformers used in metro systems are typically dry-type CRT transformers with rating ranges of 250 kVA to 2,500 kVA, and main receiving substation transformers for metro applications typically range from 20 MVA to 50 MVA.

4.7.1 RDSO standards for no-load and load losses

RDSO specifications for traction transformers outline stringent technical requirements that manufacturers must adhere to for supplying products to Indian Railways. These specifications cover aspects such as design parameters, manufacturing processes, quality assurance protocols, testing procedures, and performance standards. Compliance with these specifications is crucial for manufacturers, as it ensures their products meet the reliability, safety, and operational efficiency demanded in railway applications.

Under RDSO specifications, maximum permissible no-load losses (iron core losses) and load losses (copper/winding losses) are prescribed for each standard MVA rating. These represent the guaranteed maximum values; manufacturers must demonstrate compliance at short-circuit test and routine test.

In traction transformers, the significance of no-load and load losses becomes more critical due to highly fluctuating and dynamic railway loading conditions involving frequent acceleration, braking, regenerative operation, and harmonic rich power electronics. Higher losses in such applications lead to increased heating, thermal stress, insulation aging and reduced reliability. Therefore, traction transformers are designed with stringent loss optimisation requirements to improve energy efficiency, reduce operating expenditure, enhance thermal stability and ensure reliable performance under continuously varying load cycles.

No-load and load loss values shown below are drawn from RDSO specifications for traction power transformers at various voltage levels:

Transformer Specification	Description of no-load and load losses					
	Primary voltage, kV	66	100	110	132	220

Transformer Specification	Description of no-load and load losses					
21.6/30.24MVA Traction Power Transformer	No load loss, kW	9	9	9	9	11
	Load loss, kW	85	85	85	85	85
30/42 MVA Traction Power Transformer	Primary voltage, kV	220	132	110		66
	No load loss, kW	15	12	12		12
	Load loss, kW	117	117	117		117
13.5/18.9 MVA Traction Power Transformer	Primary voltage, kV	220	132	110		66
	No load loss, kW	9	9	9		11
	Load loss, kW	60	60	60		60
21.6 MVA Single Phase Dual LV Traction Power Transformer	Primary voltage, kV	220	132	110		66
	No load loss, kW	13	11.5	11.5		11.5
	Load loss, kW	95	95	95		95
38/53/63 MVA Single Phase Dual LV Traction Power Transformer	Primary voltage, kV	220	132	110		66
	No load loss, kW	28	28	28		28
	Load loss, kW	113	113	113		113
60/84/100 MVA Scott Connected Traction Power Transformer	Primary voltage, kV	220	132	110		66
	No load loss, kW	35	35	35		35
	Load loss, kW	190	190	190		190
54 MVA Scott Connected Traction Power Transformer	Primary voltage – 220 kV No load loss – 40 kW Load loss – 200 kW					

Source: RDSO, Crisil Intelligence

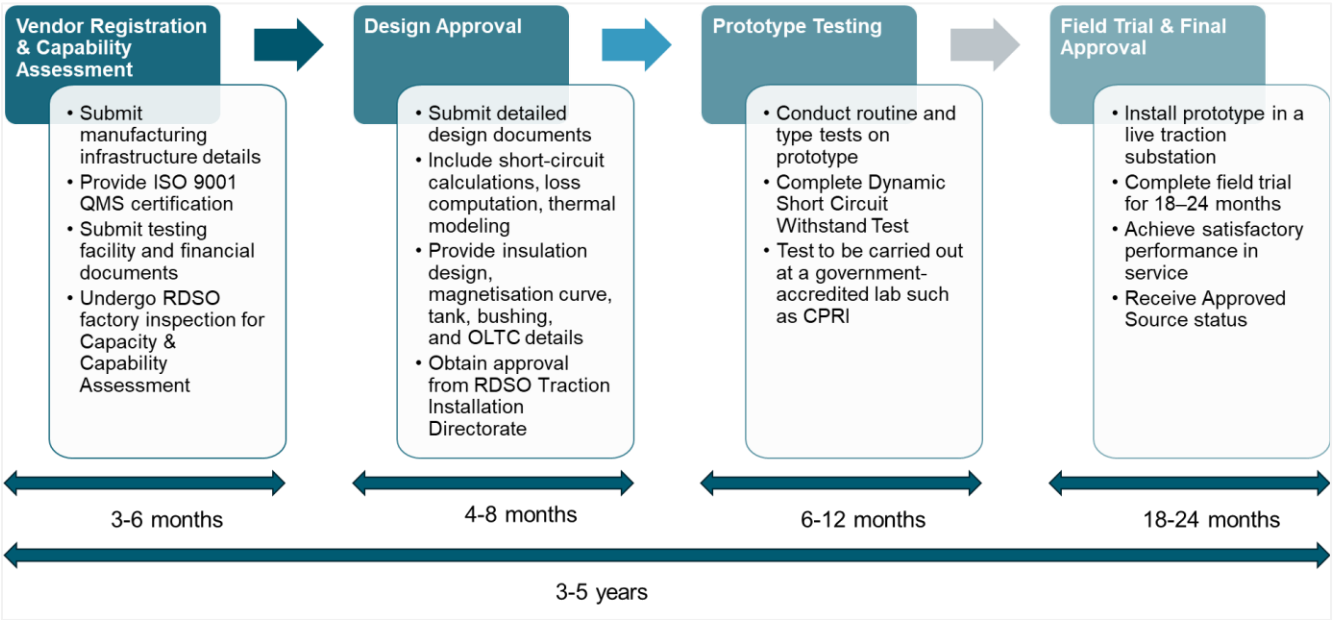
For Scott connected transformers, the RDSO has progressively tightened the permissible loss levels over the years. While the 2021 RDSO specification allowed no-load losses upto 55 kW and load-losses upto 240 kW, the recent specifications have reduced these limits to 35 kW and 190 kW, respectively. This significant reduction reflects the increasing emphasis on energy efficient traction infrastructure and encourages the transformer manufacturers to adopt advanced core materials, optimised magnetic designs and improved winding technologies to meet these stringent requirements. Lower no-load and load losses improve overall efficiency of the railway power supply system.

4.7.2 Key requirements and entry barriers for traction segment

4.7.2.1 Stringent approval process

Supplying to the Indian Railways requires a transformer manufacturer to be listed in the RDSO Vendor Directory or AVL. The AVL is maintained by RDSO's Traction Installation Directorate. New entrants must successfully navigate a multi-stage qualification process before a single transformer can be commercially supplied to Indian Railways. The approval process is broadly categorised into four parameters:

Figure 43: RDSO approval process



i. The first stage typically involves vendor registration and capability assessment. Based on industry practice and vendor development timelines observed across railway equipment categories, this initial capability assessment and documentation review stage generally require about 3-6 months for established manufacturers and can extend longer if corrective actions or infrastructure updates are required.

ii. Following capability assessment, the manufacturer proceeds to the design approval stage which generally takes around 4-8 months, depending on product complexity, prior references, responsiveness of the manufacturer and the degree of design customisation involved.

iii. Once design approval is obtained, the manufacturer proceeds with prototype manufacturing and testing. Certain critical tests are usually required to be conducted at accredited government laboratories such as CPRI. Prototype manufacturing, testing, coordination witnessing by RDSO officials, corrective modifications, if required and final acceptance generally require 6-12 months in aggregate.

iv. The most time-intensive stage in the approval cycle is the field trial and final approval process. After successful prototype testing, the transformer is installed in a live traction substation or railway application environment for operational field trials under actual service conditions. Based on prevailing RDSO practices and railway approval frameworks, field trials for traction transformers generally continue for 18 - 24 months before satisfactory performance certification and final vendor approval are granted.

Accordingly, the total lead time for a new entrant to achieve full RDSO approval and become an empaneled approved transformer vendor is typically in the range of 3-5 years, even for technically capable manufacturers with existing transformer manufacturing experience. For greenfield entrants without prior railway references, specialised testing infrastructure, or established traction transformer expertise, the effective market entry timeline may extend even further. This prolonged qualification cycle acts as a major technical and commercial entry barrier within the railway and metro transformer industry. Existing approved manufacturers therefore benefit significantly from incumbency advantages, established field references, proven reliability records, familiarity with RDSO processes, and prior operational performance history. These factors create high switching costs for railways and metro authorities, making the approved vendor ecosystem relatively concentrated among a limited number of established players such as TMC Transformers (India) Ltd (TMC Transformers), Kanohar Electricals Ltd (Kanohar Electricals), Hitachi Energy India Ltd. (Hitachi Energy).

4.7.2.2 Technical capability requirements as entry barriers

The railway traction segment is highly protected by technical barriers to entry. Standard power transformers used in T&D cannot survive the railway environment. Key technical barriers include:

- **In-house mandatory testing infrastructure:** To conduct RDSO-mandated type tests in-house (which avoids costly outsourcing), a manufacturer must possess high-voltage impulse generator, power frequency test transformers for induced overvoltage and applied voltage tests, temperature rise test facility, dissolved Gas Analysis (DGA) laboratory. The capex required to procure, install, and maintain these sophisticated test assets is substantial and demands considerable technical expertise, specialised manpower, and time ranging from designing the layout, ensuring compliance with safety and calibration standards, to training personnel for accurate test execution and interpretation. For new entrants or smaller manufacturers, these requirements can be prohibitive, making it challenging to compete with established players who have already invested in such capabilities. Consequently, the ability to conduct RDSO-mandated type tests in-house not only enhances credibility and reduces reliance on external test labs but also serves as a critical entry barrier, ensuring that only technically and financially strong manufacturers are able to supply transformers to railway and metro infrastructure projects.

- **CRGO steel grade requirements:** RDSO specifies minimum grade requirements for core laminations. Traction transformers unlike standard distribution transformers must use premium CRGO grades (typically M3 grade or better: specific loss ≤0.92 W/kg at 1.5 T / 50 Hz), and for low-noise metro applications, M0H or Hi-B grade CRGO (≤0.75 W/kg) may be specified. These grades are not widely available domestically and must be sourced from Japan, South Korea, Germany at a premium of 25–40% over standard M4/M5 CRGO.

- **Single phase complex winding design expertise:** Traction supply transformers are single-phase units connected to the three-phase grid in a specific (V or Scott) connection to maintain load balance. This requires specialised knowledge of single-phase winding geometry, leakage flux management in asymmetric core structures, and zero-sequence impedance control. Manufacturers without prior single-phase HV transformer experience typically require 18–24 months of design iteration before achieving type test success. This expertise gap acts as an effective 3–5-year entry barrier for new entrants.

4.7.2.3 Key differentiators for existing transformer manufacturers

For established players already serving the RDSO segment, maintaining market position relies on several key differentiators:

- **In-house testing infrastructure:** Manufacturers possessing in-house Impulse Voltage testing labs, Vapour Phase Drying (VPD) plants, and advanced partial discharge testing setups have a significant edge in quality control and turnaround time.
- **Proven track record of zero-failure:** Because the cost of a substation failure is catastrophic for railway operations, a historical track record of zero winding failures and successful short-circuit test clearances in the first attempt is a massive commercial differentiator.
- **Optimised material sourcing:** The ability to source and utilise high-grade CRGO steel and specialised insulation (like seasoned wood and high-density pressboards) to strictly meet RDSO's tight loss capitalisation formulas without over-engineering the transformer.
- **Lifecycle service and repair approvals:** Existing manufacturers who are also RDSO-approved for the *repair* of high MVA traction transformers capture lucrative aftermarket revenues and build deeper institutional relationships with Railways.

4.7.3 Major players serving traction transformer segment

Leading traction transformer manufacturers in India comprise TMC Transformers, CG Power & Industrial Solutions Ltd., Hitachi Energy, Kanohar Electricals, and Vishvas Power Engineering Services Pvt. Ltd. These companies have received approval under the Schedule of Technical Requirements established by RDSO.

Further, TMC Transformers, Kanohar Electricals and Hitachi Energy India Ltd. are prominent suppliers of Scott-connected transformers in India.

Major companies	Transformer type
TMC Transformers India	Traction transformer used in 2x25 kV substations o 8 MVA, o 12.3 MVA o 16.5 MVA Scott transformer 100 MVA / 220 kV class Scott transformer 100 MVA / 230 kV class Scott transformer 100 MVA / 132 kV class
CG Power & Industrial Solutions	Loco transformer upto 7.775 MVA, 25 kV Trackside power transformer 21.6 – 50 MVA upto 220 kV
Kanohar Electricals	Traction transformer Scott transformer 100 MVA / 220 kV
Hitachi Energy	Traction transformer for EMU: 1-2.5 MVA Traction transformer for high-speed trains: 2.5 - 6 MVA Traction transformer for locomotives: 6 – 12.5 MVA Scott transformer 100 MVA, 132/2x55 kV
EMCO	Trackside transformers upto 42 MVA Locomotive transformer upto 7.5 MVA
Vishvas Power Engineering Services	Locomotive transformer 6.531 MVA

Source: Company websites, RDSO, Crisil Intelligence

In traction substation projects, customers and EPC contractors often prefer transformer manufacturers that can supply a comprehensive range of transformer ratings and voltage classes required across the system, rather than relying on multiple suppliers. Vendors with capabilities to design and manufacture multiple transformer types used in traction substations are typically viewed as better positioned to deliver a single-window supply package. This reduces procurement complexity for the EPC contractor, as it limits the need to coordinate specifications, delivery schedules, quality assurance processes, and interface management across multiple vendors. It also improves overall project execution by enabling better standardisation of design philosophy, documentation, testing protocols, and spares management, while reducing the risk of mismatches in technical parameters and timelines between different equipment packages. As a result, manufacturers with broader product capability and demonstrated execution across transformer classes are more likely to be shortlisted as preferred vendors for traction substation projects, particularly where time-bound delivery and integrated project management are key procurement priorities.

4.7.4 Transformer approval process in metro rail systems

The approval and qualification process for transformers used in Indian metro rail systems is highly stringent and technically intensive due to the criticality of traction power infrastructure, passenger safety requirements, operational reliability expectations, and long design life requirements associated with metro rail networks.

Metro rail transformers in India typically include traction transformers, Scott-connected transformers, auxiliary transformers, dry-type transformers, rectifier transformers, and rolling stock transformers used across receiving substations, traction substations, depot substations, station auxiliary systems, and rolling stock applications.

The approval framework for such transformers is governed through a combination of metro rail corporations, railway technical authorities, international standards, independent testing agencies, and project-specific consultant approvals.

RDSO is the primary technical oversight authority for metro-related electrical systems as well. It is involved particularly in technical clearances, safety certification support, rolling stock approvals, traction power systems, and interface compatibility validation. Metro projects additionally require approvals from the concerned metro rail corporations such as Delhi Metro Rail Corporation, Mumbai Metro Rail Corporation, Bangalore Metro Rail Corporation Limited, and other state metro agencies depending on the project jurisdiction. These agencies generally issue technical specifications, approved vendor criteria, and qualification requirements as part of EPC or rolling stock tenders. Safety certification and commissioning approvals are also coordinated with the Commission of Metro Railway Safety under the Ministry of Civil Aviation for operational clearances.

The transformer approval process generally begins with vendor prequalification, where manufacturers are required to demonstrate prior execution experience in similar voltage classes and applications, established manufacturing facilities, in-house design capabilities, quality assurance systems, type-tested product designs, and financial capability. For traction and metro applications, utilities and metro authorities usually require compliance with standards such as IEC 60076, IS 2026, IEC 61378 (converter transformers where applicable), IEC 60076-11 for dry-type transformers, IEC 60214 for OLTCs, EN standards for railway applications, and specific RDSO or metro project technical specifications. Manufacturers are required to submit detailed design calculations, insulation coordination studies, thermal performance data, short-circuit withstand capability, harmonic performance analysis, and routine/type test reports from accredited laboratories.

One of the most important requirements for metro rail and urban transport transformers, particularly dry-type transformers installed in underground stations, tunnels, depots, and enclosed passenger areas, is compliance with environmental, climatic, and fire behavior classifications such as E2, C2, and F1 classifications under IEC 60076-11. These classifications are especially relevant for dry-type transformers used in passenger-sensitive environments. These certifications are generally verified through type testing conducted as per IEC 60076-11 standards at internationally accredited laboratories.

- ***"E2" classification*** refers to enhanced environmental performance, ensuring that the transformer can operate reliably under conditions involving condensation, humidity, and pollution.
- ***"C2" classification*** relates to climatic class suitability, confirming reliable operation under low-temperature or severe climatic conditions.
- ***"F1" classification*** is among the most critical requirements in metro applications and relates to fire behavior performance, ensuring limited flammability, low smoke emission, and reduced toxic gas generation during fire conditions, which is particularly important for underground metro systems and enclosed stations where passenger evacuation safety is critical.

The certification and testing process for these classifications involves extensive environmental, thermal, and fire performance testing. Fire behavior tests under F1 classification evaluate flame propagation characteristics, smoke density, self-extinguishing capability, and emission of hazardous gases under fire conditions. Climatic class testing under C2 involves low-temperature operational testing, thermal cycling, and insulation performance validation under extreme environmental conditions. Environmental class testing under E2 includes exposure to condensation, humidity, and polluted environmental conditions to validate insulation reliability and operational integrity. These certifications are generally issued by internationally recognised independent testing and certification agencies such as CPRI, KEMA laboratories, CESI, ASTA, TUV, or other NABL/IEC accredited high-voltage testing laboratories depending on the project requirements and applicable standards.

Apart from type certification, transformer manufacturers supplying to metro rail projects are generally required to undergo detailed factory audits and capability assessments by metro authorities, EPC contracts, consultants or RDSO-approved inspection agencies. These audits evaluate manufacturing infrastructure, testing infrastructure, quality management systems.

Most metro rail projects additionally require ISO 9001 (quality certification), ISO 14,001 (environmental management certification) and ISO 45,001 (occupational health and safety certification) as minimum qualification criteria.

The Indian metro transformer market is currently dominated by a relatively small group of technically qualified and approved manufacturers due to the high qualification barriers and stringent technical requirements involved. Major companies actively supplying approved Transformers for Indian metro and railway applications include TMC Transformers, Hitachi Energy, CG Power and Industrial Solutions, BHEL, Siemens Energy India, GE Vernova and select specialised dry type transformer manufacturers approved under metro project specifications.

Overall, the transformer approval ecosystem for Indian metro rail systems is characterised by highly rigorous technical scrutiny, extensive testing requirements, international certification standards and long qualification cycles aimed at ensuring high operational reliability, passenger safety, fire performance and life cycle efficiency under demanding urban transportation environments.

4.8 Specialised transformers

The Indian transformer market is broadly bifurcated between a large, commoditised base of standard distribution transformers and a significantly smaller but profitable tier of specialised, high-value transformer products. Specialised transformers broadly defined as any unit requiring custom engineering, extreme voltage/current handling, unusual duty cycles, multi-winding configurations, or operation under non-standard grid/load conditions. This segment includes HVDC converter transformers, EHV, UHV power transformers, traction transformers for railways, furnace and rectifier transformers for industrial applications, phase-shifting transformers, and defense-grade mission-critical units, each characterised by extreme technical complexity, decades of accumulated institutional knowledge, proprietary design capabilities, and regulatory qualification barriers that create near-impenetrable competitive moats.

Some of the major specialised transformers:

Traction and Scott transformers are specialised because they operate in railway systems with rapidly fluctuating loads, frequent overloads, and higher harmonics, which require stronger thermal and mechanical design margins than conventional transformers. They are also built to meet stringent reliability and safety expectations in critical rail infrastructure. **Scott-connected transformers** have unique winding configuration that helps convert three-phase supply into two-phase output and/or balance single-phase traction loads on a three-phase grid. This requires precise design to control impedance and maintain phase balance, making engineering and manufacturing more complex than standard transformer designs.

Furnace and rectifier transformers are engineered to supply power to arc furnaces, ladle furnaces, induction furnaces, electrochemical process plants, and electrolytic refining operations. Their operating environment is among the most hostile of any transformer application such as repeated short-circuit events, harmonic-rich currents up to 40% THD, continuous thermal cycling.

Phase-shifting transformers are specialised units that control the magnitude and direction of active power flow on a transmission network by introducing a phase angle shift between the primary and secondary voltages. They are deployed at key interconnection points on meshed transmission grids to prevent loop flows, manage congestion, and optimise power flow distribution. The requirement for this transformer category in India is nascent but growing rapidly as the grid becomes more complex with multiple renewable injection points across states.

HVDC converter transformers represent the pinnacle of transformer engineering. These units must simultaneously withstand both alternating current stress and direct current stress on the valve-side winding, a combined insulation challenge that does not exist in any other transformer type. The oil-impregnated insulation system must be co-designed with the HVDC valve manufacturer to manage space charge accumulation, partial discharge under combined AC/DC stress, and polarity reversal transients.

Manufacturers with meaningful presence in specialised transformer segments outperform the broader market on four mutually reinforcing dimensions:

- ✓ margin superiority
- ✓ order backlog and revenue visibility
- ✓ pricing power and L1-avoidance
- ✓ structural demand durability

Specialised transformers typically command gross margins of 22–40%, EBITDA margins of 14–25%, and order backlogs of 12–24 months. By contrast, standard distribution transformers trade at gross margins of 12–20% with EBITDA margins as low as 6–11%, in a hyper-competitive market. The revenue per MVA from a specialised high-value transformer is typically 3–8 times that of a comparable-MVA standard oil-filled distribution transformer.

Specialised transformer tenders are typically awarded on technical specification compliance and delivery track record, not purely on L1 price. Whereas standard distribution transformer procurement by Discoms is almost exclusively L1.

The specialised transformer segment represents the industry's most defensible and profitable frontier, characterised by technical complexity that requires decades of R&D investment, proprietary engineering capabilities, and regulatory qualifications that create multi-year barriers to entry. R&D in the specialised transformer segment is driven by two types of need: (a) regulatory push (BEE energy efficiency mandates, RDSO specification updates, PGCIL reliability standards) and (b) market pull (new applications such as green hydrogen electrolysers, offshore wind, battery energy storage interfaces, and data centre power systems). The following are the key active R&D themes:

Amorphous Core Technology (Distribution TF)	Ester-Fluid Insulation Systems	Digital Twin & Condition Monitoring	High-Efficiency Traction Transformers	Green Hydrogen Rectifier Transformers	HVDC Converter Transformers (±1,100 kV UHVDC)
• Replace CRGO cores with amorphous metal alloy • Reduce no-load losses by 60–70% • Support BEE 5-star and low-noise applications • Address brittle ribbon handling and specialised core-building needs	• Replace mineral oil with natural/ synthetic ester fluids • Improve fire safety with flash point >300°C • Achieve ~97% biodegradability • Extend insulation life by 20–40 years	• Embed IoT sensors for real-time asset health monitoring • Use AI/ML to predict failures 3–6 months in advance • Track DGA, bushing, winding hot-spot, and vibration data • Shift from equipment supply to lifecycle asset management	• Develop 220 kV transformers for 2×25 kV AT systems • Deliver 15–20% lower no-load losses vs. current limits • Use laser-scribed Hi-B CRGO and optimized step-lap core design • Target <20 kW no-load loss at 25 MVA / 220 kV	• Design transformers for MW-scale alkaline and PEM electrolysers • Apply 6/12/24-pulse configurations for low harmonics • Enable wide voltage variation and DC component handling • Ensure forced liquid cooling for continuous 100% load operation	• Advance beyond current ±800 kV HVDC standards • Enable long-distance RE power transmission corridors • Develop next-generation insulation and converter transformer design • Build testing capability for >2,000 kV peak impulse

Together, these pillars translate into a qualitatively different business model from commodity transformer manufacturing.

4.9 Transformers industry review and outlook

The Indian transformer market has grown significantly over the past decade, driven by sustained investments in electricity infrastructure, renewable energy expansion, and increasing demand for reliable power distribution. The power transformer segment forms the backbone of India's T&D sector, with its applications spanning power generation, transmission, distribution, and industrial usage.

4.9.1 Estimated demand for transformers in India

Beyond generation and transmission, transformer demand is also being supported by a widening set of end-use segments, including railways and metro rail, data centres, distribution network expansion, and other manufacturing industries. Considering these segments together, total annual transformer demand in India is estimated at ~0.40–0.50 million MVA.

Going forward, transformer demand is expected to strengthen further as India steps up generation capacity expansion, scales up transmission build-out (including higher voltage corridors), and accelerates electrification-led infrastructure such as railways/metro rail. In parallel, distribution network modernisation, network reinforcement, and integration of renewable energy and distributed generation will continue to require significant transformer additions and replacements. With these drivers expanding concurrently, overall transformer requirements are likely to rise over the medium term, especially in HV/EHV transformers, given their central role in evacuating power from new generation hubs and strengthening the inter- and intra-state transmission network.

4.9.2 Transformer production in India

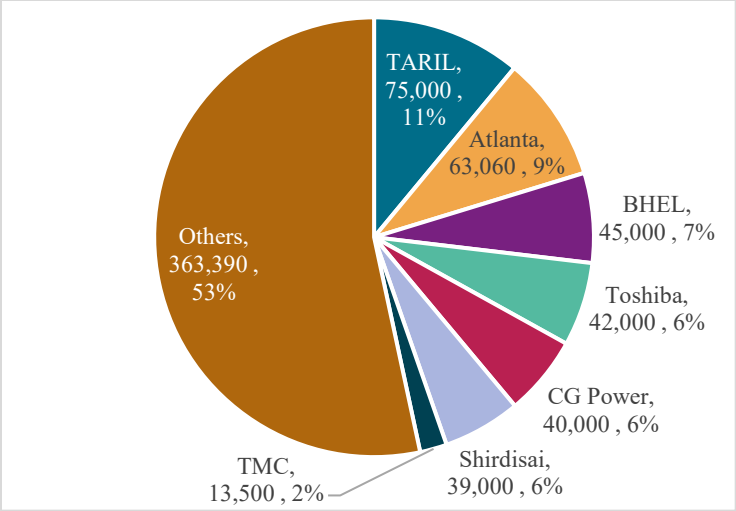
India has a large and well-established transformer manufacturing industry with capabilities spanning distribution transformers, power transformers, EHV transformers, traction transformers, and specialised industrial transformers. The country has developed domestic manufacturing capabilities up to 765 kV AC and ±800 kV HVDC class transformers, supported by both large, organised manufacturers and a wide base of small and medium enterprises.

The industry consists of more than 300 manufacturers operating across organised and unorganised segments. The organised sector, comprising large OEMs such as TMC Transformers, Hitachi Energy India, CG Power and Industrial Solutions, Bharat Heavy Electricals Limited (BHEL), Siemens Energy India, Transformers and Rectifiers India Limited (TARIL), Voltamp Transformers, Atlanta Electricals, Kanohar Electricals, EMCO, among others primarily caters to medium, high-voltage, EHV, utility-scale, industrial, and export markets. While the unorganised sector largely serves the lower-rating distribution transformer and local industrial market.

Although the unorganised segment has a larger number of participants, the organised sector accounts for the majority of industry revenue and high-value transformer production. It is estimated that the organised sector contributes around 65–75% of the total transformer market value, whereas the unorganised sector contributes approximately 25–35%, predominantly in lower kVA distribution transformers.

It is estimated that the annual nameplate manufacturing capacity is in the range of 6 – 7 lakh MVA annually across voltage classes considering organised and un-organised segments. However, effective realisable production remains at around 3.7 – 4.0 lakh MVA per annum.

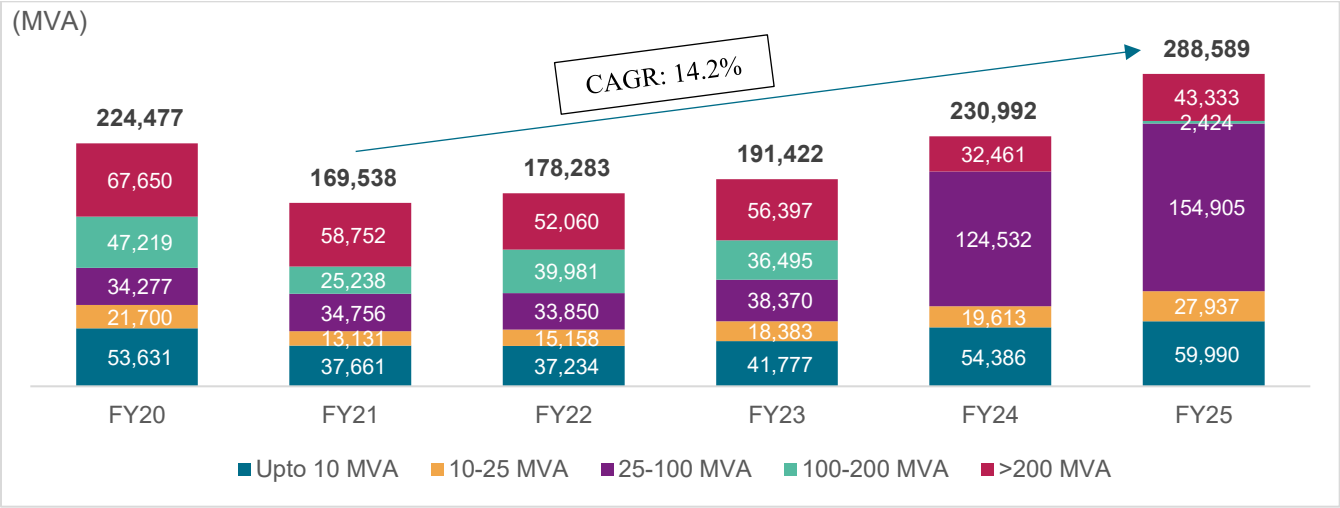
Figure 44: Major players with existing nameplate manufacturing capacity



Note: "Others" category in the above chart represents the manufacturing capacity of other companies, as reported in their websites
Source: Company websites, publications, Crisil Intelligence

As per Indian Electrical and Electronics Manufacturing Association (IEEMA), the reported transformer production in India increased from ~1.69 lakh MVA in fiscal 2021 to over 2.88 lakh MVA in fiscal 2025, registering a CAGR of 14.2% supported by transmission and renewable energy investments. During fiscal 2021, the manufacturing activity was disrupted due to COVID-19 related restrictions, However, the production increased significantly in subsequent years thereafter. Recent growth has been particularly strong in 220 kV and above voltage classes, renewable evacuation transformers, and grid substations.

Figure 45: Transformer production trend



Source: IEEMA, Crisil Intelligence

4.9.3 Average MVA production per transformer

The trend in average MVA per transformer across various rating categories indicates a gradual shift in India's transformer market toward higher-capacity transformers, primarily driven by expanding transmission infrastructure, renewable energy integration, industrial electrification, and growing utility-scale power evacuation requirements.

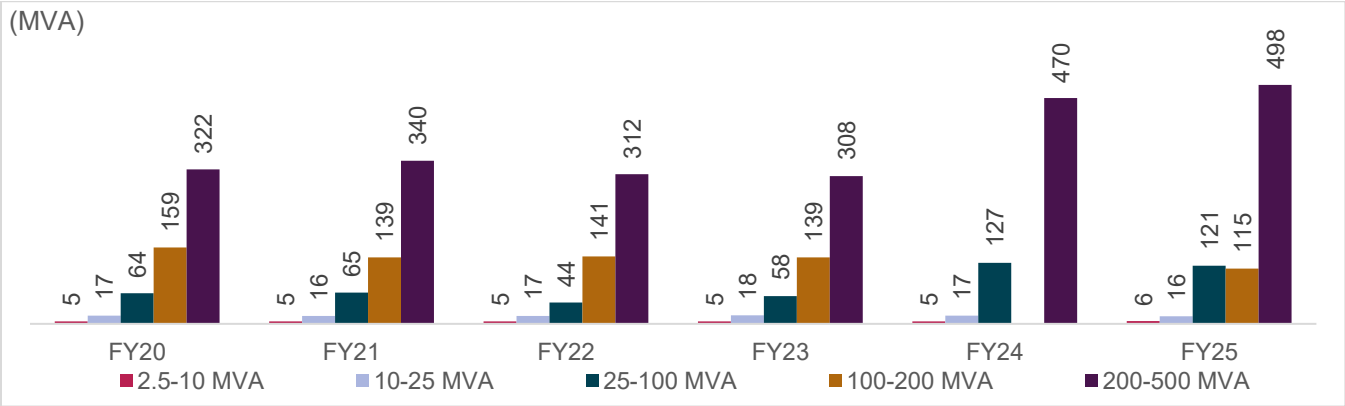
Over the last five to six years, the average MVA size of transformers in the higher rating categories, particularly the 200–500 MVA segment, has increased from ~ 322 MVA in fiscal 2020 to nearly 500 MVA in fiscal 2025, reflecting the increasing deployment of large power transformers in ISTS, RE corridors, and EHV substations. The transition towards higher-capacity transformers is structurally margin-accretive, as consumption of raw material does not increase proportionately with MVA output, enabling higher output per unit of raw material consumed.

Similarly, the 25–100 MVA category has also witnessed a notable increase in average transformer size from ~ 64 MVA in fiscal 2020 to ~121 MVA in fiscal 2025, indicating growing investments in industrial substations, urban infrastructure, renewable pooling substations, and medium-voltage utility applications.

The lower MVA categories, including 2.5–10 MVA and 10–25 MVA transformers, have shown comparatively limited variation over the years, reflecting the mature and standardised nature of distribution transformer applications.

Overall, the rising average MVA trend, particularly in higher-capacity transformer categories, highlights the increasing scale and complexity of India's transmission and power infrastructure projects, alongside the growing requirement for large-capacity transformers to support RE integration, grid modernisation, industrial growth, and long-distance bulk power transmission.

Figure 46: Average MVA per transformer (above 2.5 MVA)



Source: IEEMA, Crisil Intelligence

The two largest raw material inputs in a transformer are CRGO electrical steel, which forms the magnetic core, and copper, which forms the windings. Together they typically account for ~50–60% of total material cost, largely equally split, varying by transformer type and rating. Both materials follow the same trend; consumption per MVA declines as transformer rating increases. Rated capacity scales up faster than the physical size of the active parts. As a result, less material is required per unit of capacity as the ratings increase. Therefore higher-rated transformers deliver proportionately greater capacity without a commensurate rise in active-material consumption, lowering material usage intensity (kg/MVA) and unit cost. Manufacturers focused towards medium to high-capacity transformers therefore carry a raw material efficiency advantage. As a result, although the absolute amount and corresponding holding period of raw material on the books can increase, the consumption as percentage of revenue decreases as the ratings increase.

For medium to high-capacity transformers, CRGO utilisation efficiency improves as the rating rises. While rated capacity increases core dimensions do not increase proportionately, so the steel required per MVA falls, a result of design optimisation and economies of scale. The following points illustrate the reasons:

i) **Non-linear scaling of core material requirements-** Transformer capacity (MVA) increases at a faster rate than the corresponding increase in core steel requirements, resulting in lower CRGO consumption per MVA as transformer ratings increase.

ii) **Improved material utilization-** Larger transformers benefit from more efficient core geometries, allowing a greater amount of power to be handled with relatively lower CRGO steel consumption per unit of capacity.

iii) **Higher power density-** As transformer ratings increase, the incremental CRGO required to support additional capacity declines, leading to lower CRGO intensity (kg/MVA).

iv) **Enhanced magnetic design efficiencies-** Higher-rating transformers are typically designed to achieve more efficient magnetic performance, optimising core material requirements relative to the power handled.

v) **Manufacturing and design advantages**- Larger transformer cores benefit from improved fabrication efficiencies, including the use of wider laminations, optimised stacking arrangements and fewer joints, which reduce material consumption on a per-MVA basis.

Transformer Rating	Range - Oil-Type (kg/MVA)	Range - Dry-Type (kg/MVA)
1.8 MVA	500 – 800	900 – 1,200
3.3 MVA	400 – 600	600 – 900
4.5 MVA	350 – 550	500 – 800
6.2 MVA	300 – 500	450 – 750

Across this range, oil-filled CRGO intensity falls from ~500–800 kg/MVA (1.8 MVA) to ~300–500 kg/MVA (6.2 MVA), a ~35–40% reduction. Dry-type transformers show the same downward trend. A 6.2 MVA oil-filled unit needs ~300–500 kg/MVA versus ~500–800 kg/MVA for a 1.8 MVA unit. Despite carrying more than three times the capacity, its CRGO requirement per unit of capacity is materially lower, a direct demonstration of scale efficiency.

The same pattern holds for copper. As transformer rating increases voltage levels generally rise, reducing the current required for a given MVA transfer; current-density optimisation improves; conductor cross-section and winding-window area are better utilised; conductor weight grows sub-proportionally to MVA; and fixed conductor elements (lead wires, connections, tap-winding arrangements) are spread over a larger MVA base. Consequently, copper consumption per MVA falls as transformer size grows.

Transformer Rating	Copper (kg/MVA)
1.6 – 2.5 MVA	450 – 650
3 – 5 MVA	400 – 550
6 – 10 MVA	350 – 500
16 – 25 MVA	300 – 450
50 MVA and above	250 – 400

Moving from a ~2 MVA unit to a ~25 MVA unit reduces copper intensity by ~20–35%.

Since CRGO and copper together drive 50–60% of material cost, their combined per-MVA decline is best read as a single active-material intensity trend. As rating rises, CRGO/MVA, copper/MVA and therefore total active material /MVA all decline, pulling down manufacturing cost per MVA.

Parameter	Lower-Rated transformer	Higher-Rated transformer
CRGO per MVA	Higher	Lower
Copper per MVA	Higher	Lower
Active material per MVA	Higher	Lower
Manufacturing cost per MVA	Higher	Lower

This creates a structural cost advantage for manufacturers operating in higher-MVA categories, subject to customer specifications, loss requirements, voltage class and applicable technical standards.

The above analysis clearly demonstrates that as a transformer manufacturer transitions from lower MVA to higher MVA products, lower active-material intensity (kg/MVA) driver increase in the material margin / gross profit margin for manufacturers.

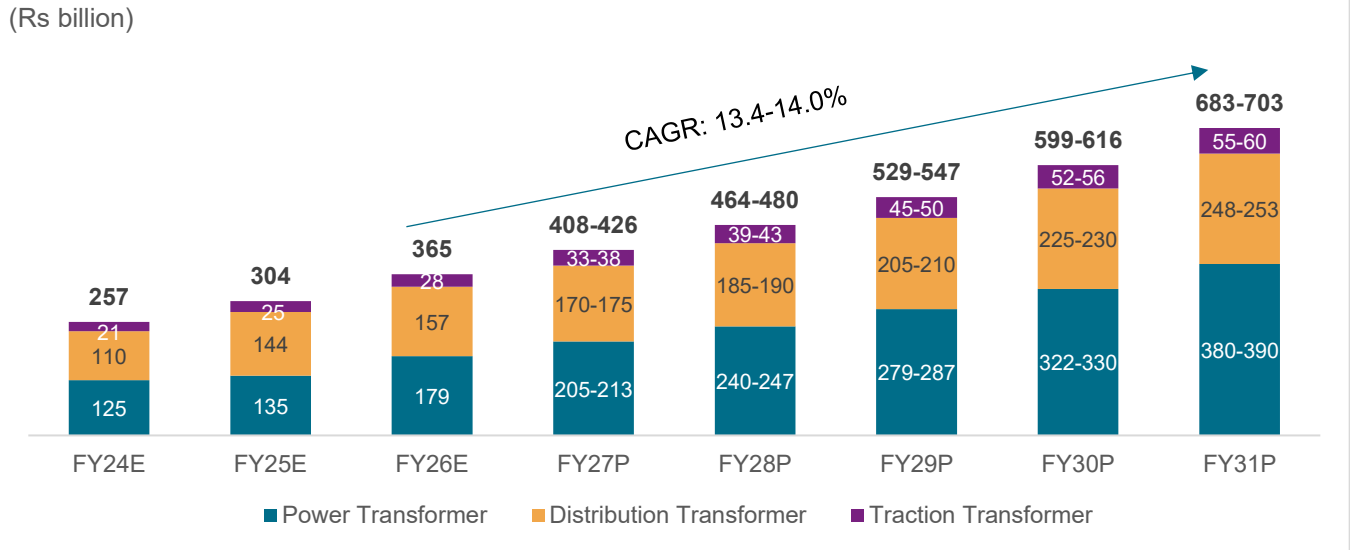
4.9.4 Market size of transformers in India

The Indian transformer industry is primarily dominated by three key categories - power transformers, distribution transformers and traction transformers. Among these, power transformers account for the largest share of the market, contributing about 50-55% of the overall market size, followed by distribution transformers at around 35%, while traction transformers constitute the remaining share.

The Transformer market is expected to witness robust growth over fiscal 2026-2031, with the overall industry size projected to expand from Rs. 365 billion in fiscal 2026 to Rs. 687-702 billion in fiscal 2031 at a CAGR of 13.4% - 14.0% over the same period.

Power transformers are expected to be the fastest growing segment registering a CAGR of 16.2% – 16.8% over the same period, driven by large scale RE integration, expansion of ISTS networks, development of green energy corridors, grid modernisation initiatives and increasing investments in HV/EHV transmission infrastructure. Traction transformers are expected to grow at a CAGR of 14.5% -16.5% supported by the rapid expansion of railway infrastructure, electrification, and metro rail projects. Meanwhile, the distribution transformers are projected to grow at a CAGR of 9.5% -10.0% underpinned by rising urbanisation, strengthening distribution networks, rural electrification, smart grid deployment and increasing electricity demand from residential and C&I consumers. Collectively these growth drivers are expected to sustain strong momentum across the transformer value chain, positioning the industry for significant expansion over the next five years.

Figure 47: Annual domestic transformer market size



E: Estimated; P: Projected;
Source: Crisil Intelligence

4.9.5 Market size of power transformers

India's power sector has seen a sharp acceleration in capacity additions over the past three years. Annual installed capacity additions increased from ~17 GW in fiscal 2023 to ~58 GW in fiscal 2026. Over the same period, transformation capacity rose

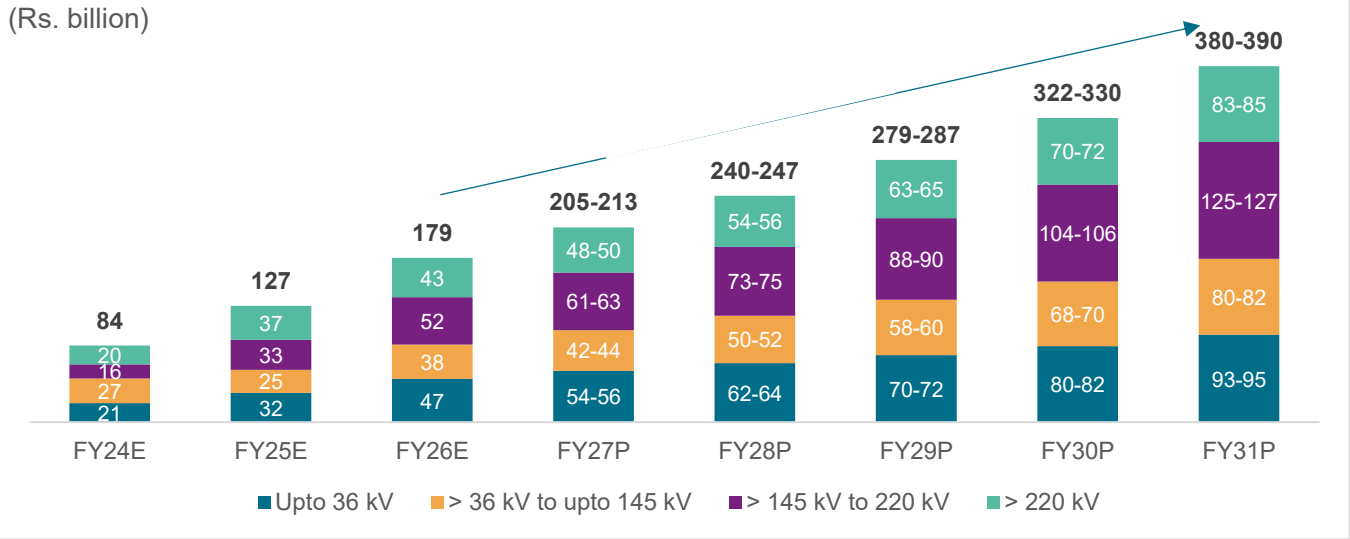
from 75,902 MVA to 113,013 MVA. Based on these additions, the annual transformer requirement for fiscal 2026 is estimated at ~0.25–0.30 million MVA.

As per IEEMA, during fiscal 2025, the total no. of power transformers produced in India was 3,462 having an approximate market value of Rs. 64 billion. The power transformer having voltage level above 36 kV constitutes over 70% of the total power transformer market in value terms.

As per IEEMA's transformer production data, it has been observed that over the last 2-3 years, the demand for 80 – 200 MVA transformer has increased significantly and the total share of these transformer in the total power transformer production (above 36 kV) has increased to over 40% in fiscal 2025 from 18% in fiscal 2022. The transformer capacity ranging from 200 – 500 MVA also contributes 15-20% of the power transformer production and is expected to increase going forward with expansion of transmission network, construction of large renewable energy parks and pooling stations.

India's power transformer market has consistently expanded in terms of installed capacity and transformer demand, reflecting the growing demand for electricity and the government's commitment to infrastructure development. The total annual domestic power transformer market is estimated to reach Rs. 380 - 390 billion in fiscal 2031 from Rs. 179 billion in fiscal 2026, growing at a CAGR of 16.2-16.8% during the period. This growth is driven by investments in renewable energy, transmission infrastructure, industrialisation, urbanisation, and distributed generation programs.

Figure 48: Annual estimated market size of power transformers for India (10 MVA and above)



E: Estimated; P: Projected;
Source: Crisil Intelligence

The table below represents the growth rate for each transformer voltage class. The transformer segment above 145 kV to 220 kV is projected to witness highest growth rate among all voltage classes, primarily due to accelerated investments in transmission infrastructure, RE evacuation and GECs under ISTS and InSTS.

The EHV segment is projected to grow at CAGR of 17-18% between fiscal 2026 and fiscal 2031. EHV transformers are high-value products deployed in critical transmission infrastructure and require advanced engineering capabilities, specialised manufacturing and testing infrastructure, stringent qualification requirements and long execution cycles. Consequently, the segment is characterised by high entry barriers and a limited pool of qualified manufacturers.

Further, the manufacturing capacities of established players in the EHV segment are largely committed until fiscal 2029 and fiscal 2030, reflecting strong demand visibility and limited availability of qualified supply. The resulting demand-supply imbalance underscores the supply-constrained nature of the segment and highlights the need for incremental manufacturing capacity to support the ongoing expansion and modernisation of India's transmission network.

Table 14: Estimated growth rate of power transformers for each voltage class (Rs Billion)

Transformer voltage class	FY26E	FY31P	CAGR
Upto 36 kV	47	93-95	14.6%-15.1%
>36 kV to upto145 kV	38	80-82	16.3%-16.9%

Transformer voltage class	FY26E	FY31P	CAGR
>145 kV to 220 kV	52	125-127	19.4%-19.8%
> 220 kV	43	83-85	14.0%-14.6%

4.9.6 Market size of distribution transformers

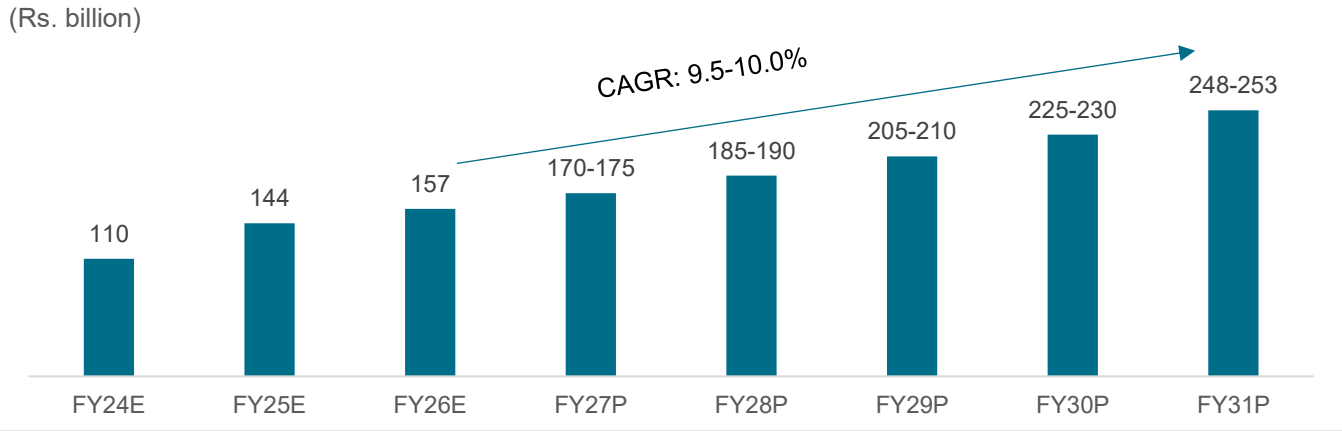
The rapid urbanisation and expanding rural electrification programs, especially in developing regions, are driving the demand for distribution transformers. These transformers play a vital role in bringing electricity from high-voltage transmission lines to residential and commercial end-users, supporting infrastructure expansion and economic development.

Distribution transformers are essential for integrating renewable energy sources, such as solar and wind, into the grid at localised levels. As governments and utilities focus on clean energy solutions, the demand for distribution transformers capable of handling fluctuating loads increases, further supported by subsidies and incentives.

As per IEEMA, distribution transformer comprises ~20% of overall transformer production in India (in MVA terms). Over 0.34 million distribution transformers were produced during fiscal 2025. Since fiscal 2020, there has been a decline in the total production of distribution transformers. In fiscal 2020, the total production was 0.46 million transformers. During the last 3 years, the distribution transformer market has grown at a CAGR of 12.7% (fiscal 2022 – 2025) after the introduction of RDSS encouraging Discoms to upgrade their infrastructure, leading to replacement of old, under-performing transformers with higher-efficiency units.

Total annual domestic power distribution transformer market is estimated to reach about Rs. 248-253 billion in fiscal 2031 from Rs. 157 billion in fiscal 2026, growing at a CAGR of 9.5-10.0% during the period. This growth is fueled by investments in distribution modernisation, replacement of old DTs under RDSS and urbanisation.

Figure 49: India annual estimated market size of distribution transformers (below 10 MVA)



E: Estimated; P: Projected;
Source: Crisil Intelligence

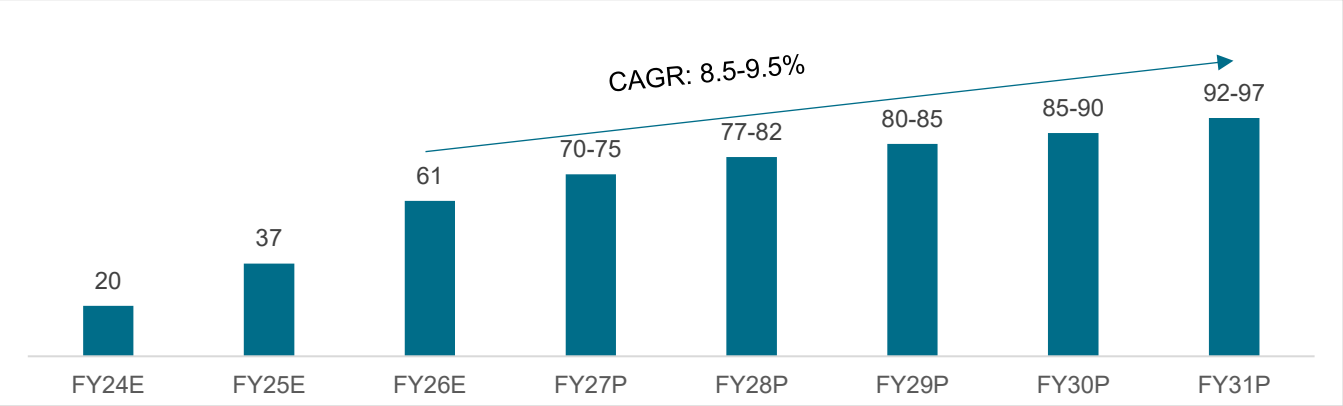
4.9.7 Market size of transformers in renewable energy

Transformers typically account 2–4% of total capex in utility-scale renewable energy projects (driven largely by inverter-duty step-up transformers and pooling/substation transformers). Despite this relatively small capex share, transformer demand scales directly with annual capacity additions. The market size of transformers in renewables has been estimated based on the expected annual additions of solar (~45–55 GW) and wind (~7–11 GW) capacity, along with ~8-10 GWh of BESS each year.

Total annual transformer market in renewables sectors is estimated to reach Rs. 92 - 97 billion in fiscal 2031 from Rs. 61 billion in fiscal 2026, growing at a CAGR of 8.5-9.5% during the period. This growth is fueled by inverter-duty transformers deployed at the project level particularly in solar, where the large capacity pipeline translates into a high volume of LV-to-MV step-up transformers while wind adds steady demand through WTG step-up transformers.

Overall, as renewable and storage deployments rise and evacuation networks deepen, the transformer opportunity is expected to expand steadily favoring suppliers with strong design capability, proven performance in inverter-duty applications, and adequate testing infrastructure for both MV and EHV classes.

Figure 50: Annual estimated market size of transformers in renewable energy



E: Estimated; P: Projected;
Source: Crisil Intelligence

4.9.8 Market size of transformers in railways and metro rail

In a conventional 25 kV AC railway electrification system, traction power is sourced from the state grid or other utilities at high voltages (typically 220 kV/132 kV/110 kV/66 kV) and stepped down at Traction Sub-Stations (TSS). Power may be fed directly to individual TSS locations or transmitted via dedicated railway transmission lines with appropriate line-sectioning arrangements. At the TSS, a single-phase traction power transformer steps the supply down to 25 kV, which is then delivered to the overhead equipment and collected by the locomotive through a pantograph. Onboard, the locomotive's traction transformer further reduces the voltage (typically to ~1.0–1.5 kV, depending on traction motor and converter configuration) for use by the traction equipment.

Historically, Indian Railways' electrification network was developed around the conventional 25 kV AC traction system introduced during the late 1950s and 1960s, where traction substations were typically fed from 66 kV, 110 kV, or 132 kV utility networks and equipped with comparatively lower-rated traction transformers in the range of about 10–15 MVA. These systems were adequate for conventional locomotive-hauled passenger and freight operations with relatively lower train density and moderate axle loads. Over time, with the rapid expansion of electrified routes, introduction of high-horsepower three-phase locomotives, increasing freight loading, suburban intensification, and semi-high-speed operations, transformer capacities were progressively enhanced to 21.6 MVA and subsequently to 30 MVA class units at 132/25 kV and 220/25 kV substations.

In recent years, Indian Railways has further transitioned toward advanced 2×25 kV autotransformer-based traction systems, particularly on high-density freight corridors and high-speed or semi-high-speed passenger routes. Under this configuration, power is generally sourced from 132 kV or 220 kV transmission systems and fed through high-capacity Scott-connected or single-phase transformers, enabling improved voltage regulation, reduced transmission losses, larger substation spacing, and enhanced reliability for high-speed operations. Transformer ratings have correspondingly increased significantly, with modern traction infrastructure now deploying 60–100 MVA class transformers in select corridors to support higher train speeds, regenerative braking, greater axle loads, and increased train frequency.

Scott-connected transformers (Scott-T connections) are used as a phase-conversion arrangement that enables conversion between three-phase and two-phase power using two single-phase transformer units connected in a defined configuration. This arrangement helps distribute load more evenly across the three phases of the incoming supply and is particularly relevant for traction systems where load balance and voltage regulation are critical.

With rising requirements for higher train speeds such as Mumbai-Ahmedabad High-Speed Rail corridor using Japanese E5 Series Shinkansen technology being implemented in India, heavier loads, and increased service frequency, upgrading traction power infrastructure has become increasingly important. Traditional approaches based solely on conventional single-phase transformation can face operational challenges such as phase imbalance on the utility network, voltage drops along the feeder, higher losses, and reduced overall efficiency—especially as power demand increases. To address these constraints, Indian Railways is progressing towards higher capacity feeding arrangements such as the 2×25 kV (also referred to as 2×27 kV) AC traction system for select routes, which supports improved voltage regulation and higher power transfer over longer distances. In the railways and metro rail sectors, EPC contractors executing traction substation projects are increasingly procuring for higher-voltage requirements as Indian Railways implements the 2x27 kV AC traction system to increase train speeds and capacity, replacing the older 25 kV system. This upgraded configuration typically relies on specialised traction power

transformers, including Scott-connected and V-connected designs, to support the feeding scheme and provide improved phase balancing and system performance.

The Indian government has initiated several landmark railway developments such as:

- **New High-Speed Corridors**: High-speed rail represents the next stage in the evolution of Indian Railways. The emphasis on corridor-based development and long-term planning reflects a strategic approach to meeting future mobility needs. The announcement of seven high-speed rail corridors in the Union Budget 2026 (Mumbai–Pune, Pune–Hyderabad, Hyderabad–Bengaluru, Hyderabad–Chennai, Chennai–Bengaluru, Delhi–Varanasi and Varanasi–Siliguri) underscores the strategic significance of high-speed rail for India's economic growth, regional integration, and sustainable development. These corridors span 4,000 km and are expected to attract investments of Rs. 16 trillion.

- **Vande Bharat & Amrit Bharat Expansion**: Indian Railways have introduced indigenously designed and manufactured Vande Bharat (Sleeper & Chair Car), Amrit Bharat, Namo Bharat Rapid Rail services with modern coaches, advanced safety features, and passenger amenities. Indian Railways is significantly expanding its semi-high-speed offerings. The Vande Bharat has introduced two sleeper class trains for long-distance overnight journeys, while the Amrit Bharat network connects tier-2 and tier-3 cities with comfortable, budget-friendly non-AC service. Indian Railways has outlined an ambitious plan to expand the Vande Bharat fleet to nearly 800 trainsets by 2030, compared to around 164 operational services currently, subject to infrastructure readiness and manufacturing capacity.

Indian Railways is increasingly adopting higher-capacity 132/25 kV and 220/25 kV traction substations using 60–100 MVA class Scott-connected transformers for high-density and semi-high-speed corridors. Based on the current expansion trajectory of Indian Railways including large-scale deployment of Vande Bharat and Amrit Bharat trainsets, new dedicated high-speed corridors of nearly 4,000 km announced in Budget 2026, continued migration toward 2×25 kV traction systems, and ongoing addition/renewal of nearly 30,000–40,000 km of railway tracks, the requirement for railway traction transformers is expected to rise materially over the next five to six years.

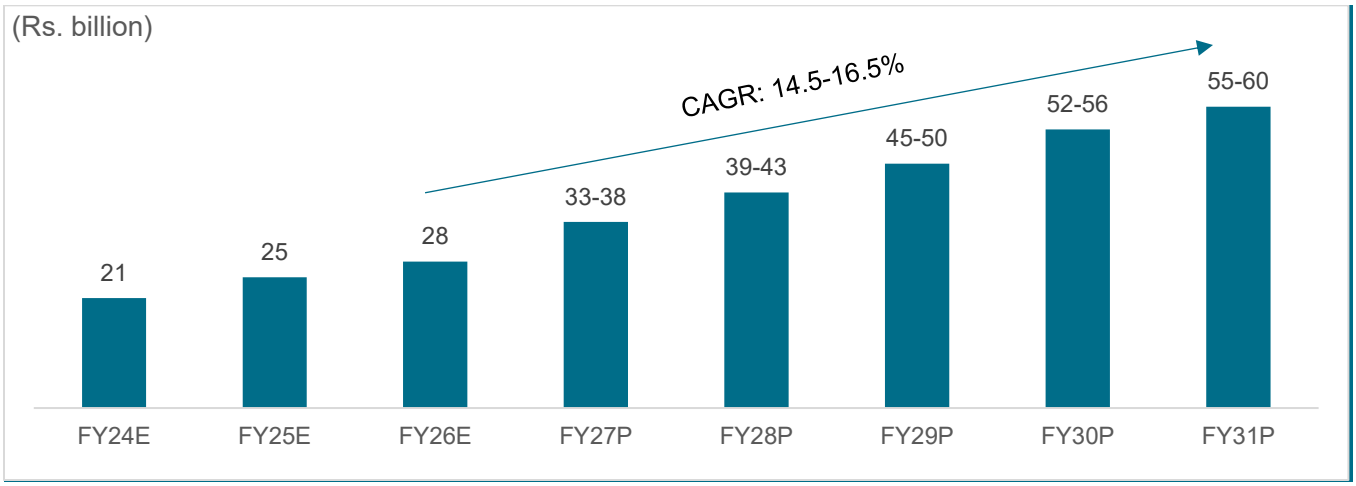
Conventional traction transformers are primarily used in standard 25 kV railway electrification systems for network electrification, track doubling and tripling, freight corridor augmentation, increased train frequency. Moreover, locomotive / trainset traction transformers are onboard transformers are integrated into Vande Bharat trainsets, electric locomotives, semi-high-speed EMUs, and future sleeper trainsets. The demand for locomotive transformers is expected to increase materially because each new trainset requires dedicated onboard traction transformers.

Further, Scott-connected / High-capacity traction transformers are expected to be the fastest-growing segment due to high-speed rail Vande Bharat expansion, dedicated passenger corridors, 2×25 kV systems higher axle-load freight operations. It is estimated that each modern high-capacity traction substation typically requires 2 Scott-connected transformers (redundancy + operational reliability), one onboard traction transformer per electric locomotive/trainset power car. This segment is likely to witness the highest technology intensity and margin profile due to specialised design requirements.

Similarly, India's metro rail sector is entering a phase of sustained electrical infrastructure expansion driven by rapid urban transit development, increasing operational network density and expansion of both conventional and regional rapid transit systems. India's operational metro network has already crossed 1,000 km and is expected to expand materially over the next five years with multiple projects of about 2,500 km are under construction or approved across Tier-1 and Tier-2 cities. Unlike mainline railways, metro systems utilise a wider mix of traction and auxiliary transformers due to dense station spacing, urban underground operations, continuous traction load, high redundancy requirement and extensive station auxiliary systems.

Combining all the traction transformer categories, the total annual domestic transformer market including railways and metro is estimated to reach Rs. 55-60 billion in fiscal 2031 from ~Rs. 28 billion in fiscal 2026, growing at a robust CAGR of 14.5-16.5% during the period. This growth is fueled by investments in network expansion, high speed rail networks, expansion of metro rail system in urban areas and DFCs. The Scott-connected transformer is expected to account for 30-35% of market size of overall traction transformers by fiscal 2031.

Figure 51: Annual estimated market size of transformers in railways and metros



E: Estimated; P: Projected;
Source: Crisil Intelligence

4.9.9 Market size of Shunt reactors

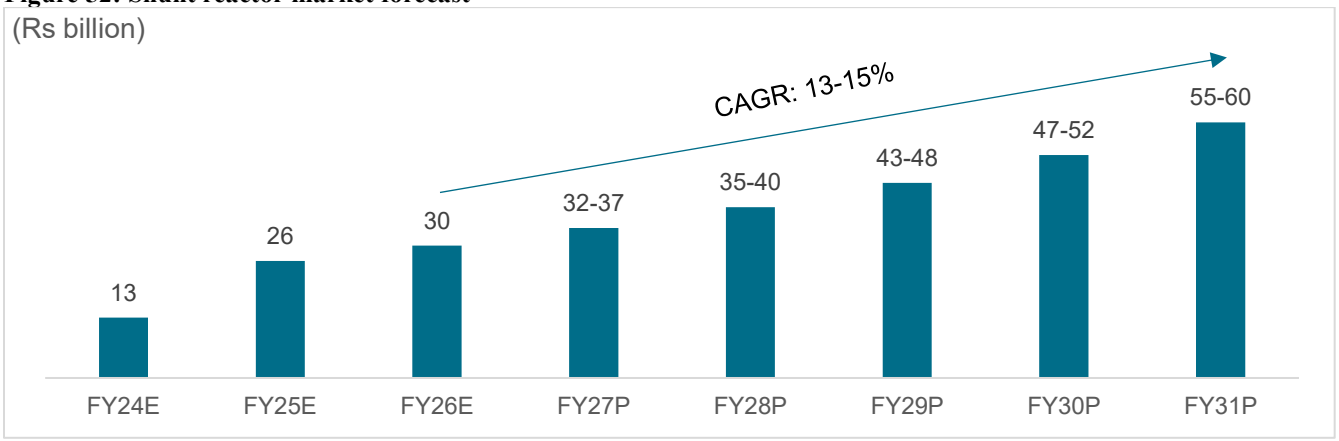
Shunt reactors (bus reactors or line reactors) are connected to the transmission system for reactive power compensation in long high voltage power transmission lines and cables. These are also capable of controlling the dynamic over-voltage occurring in the system due to load rejection.

Shunt reactors increase efficiency in overhead lines by absorbing the reactive power and improving voltage stability within the desired limits at low loads. Variable shunt reactors are beneficial in renewable energy system like wind and solar energy. Compared to conventional power these RE projects can experience reactive power imbalance due to long transmission distance (projects are often located in remote areas), unpredictable and fluctuating active power.

Further, modern grids have strict requirements for power quality and voltage control. Shunt reactors enable power system to comply with grid codes by ensuring proper reactive power management. It also reduces the transmission losses, enhance system capacity and provides equipment protection by mitigating overvoltage.

As per CEA's National Electricity Plan, the infrastructure addition pertaining to reactors between fiscal 2022-27 is about 123 GVAr and 61 GVAr from 2028-32 including bus and line reactors for 400 kV and 765 kV. Furthermore, as per CEA's report on Transmission system for Integration of 500 GW RE capacity by 2030, the reactive power compensation capacity addition of over 70 GVAr has been envisaged until 2030.
Total annual domestic shunt reactor market is estimated to reach about Rs. 55-60 billion in fiscal 2031 from Rs. 30 billion in fiscal 2026, growing at a robust CAGR of 13-15% during the period. This growth is fueled by renewable energy integration and expansion of UHV transmission lines.

Figure 52: Shunt reactor market forecast



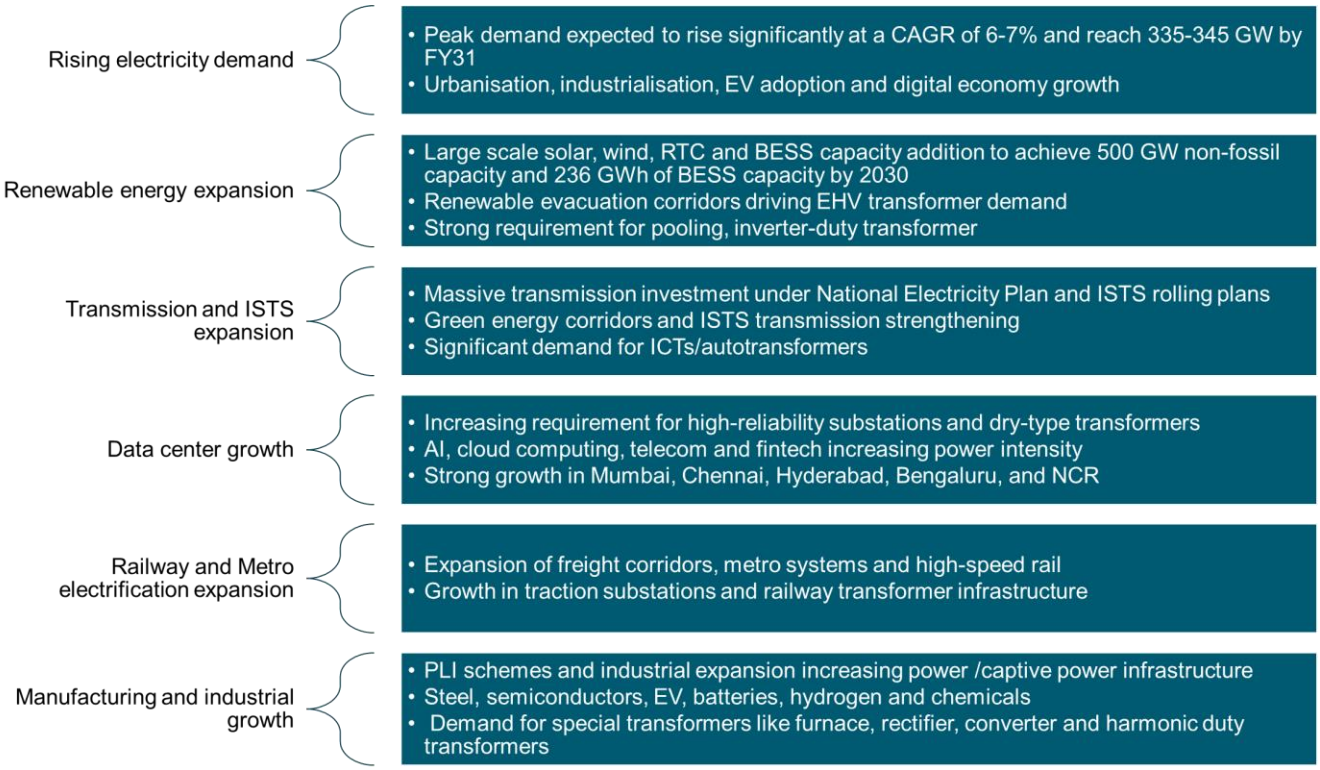
E: Estimated; P: Projected;
Source: CEA, Crisil Intelligence

4.9.10 Key growth drivers for domestic transformer market

India is entering a structural shift for power transformers driven simultaneously by rapid electricity demand growth, massive renewable integration, transmission expansion under ISTS and state plans, data centre growth, railway and metro electrification, manufacturing expansion, mining and metals growth, green hydrogen and industrial decarbonisation, urbanisation and distribution strengthening.

The key point is that all these sectors require transformer-intensive infrastructure, especially generator step-up transformers, ICT/autotransformers, inverter duty transformers, traction transformers, furnace/rectifier/special transformers, distribution and substation transformers.

Figure 53: Major growth drivers for transformer market



a) <u>Rising urbanisation and industrialisation</u>

India's electricity demand is projected to rise steadily, driven by **rapid urbanisation, industrial expansion, increasing per-capita consumption**, and the ongoing electrification of mobility and infrastructure, alongside growth in commercial loads and the digital economy. The CEA has estimated the energy requirement to reach 2,545 BU at a CAGR of 8.3% and peak demand to increase to 364 GW by fiscal 2031 at CAGR of 7.8% from fiscal 2026. This translates into higher transformer deployment across generation switchyards, transmission substations, distribution networks and industrial facilities, while also necessitating capacity augmentation and replacement of aging assets to improve reliability and reduce losses.

b) <u>Extensive renewable energy capacity addition</u>

In parallel, **aggressive renewable energy additions** across solar, wind, hybrids and storage are expected to remain a major demand driver, as utility-scale projects require extensive transformation infrastructure such as generator and inverter-duty transformers, pooling and interconnecting transformers, and high-capacity substations—for evacuation and grid integration, particularly in renewable-rich states and dedicated renewable corridors. As of March 2026, over 140 GW of renewable capacity is under construction and about 45 GW is under tendering. As per CEA's long term resource adequacy plan, over 200 GW of large utility scale RE projects are expected to be commissioned by fiscal 2031. This would translate into an estimated annual transformer requirement of 55,000 – 65,000 MVA considering 45-50 GW of annual RE capacity addition between fiscal 2027-31.

India's renewable energy targets and grid modernisation initiatives are expected to drive sustained demand for high-capacity transformers.

c) Power transmission, green energy corridor and ISTS expansion

Transmission network expansion under national rolling plans is also expected to be a key contributor, with investments in new 765 kV/400 kV substations and HVDC systems to enable renewable evacuation, strengthen inter-regional transfer capability, and enhance grid resilience, thereby increasing demand for large-capacity EHV/UHV class transformers and autotransformers. As per CTUIL ISTS rolling plan 2031, about 77,228 ckm of transmission lines addition and 6,97,747 MVA of substation capacity addition has been estimated by fiscal 2031. The majority of this new transmission investment will focus on long-distance RE connectivity at voltage levels above 220 kV. A total expenditure of Rs. 5.41 trillion has been planned by CTUIL to develop the transmission infrastructure by fiscal 2031.

Under **GEC scheme**, about 20 GW RE capacity is planned to be integrated into the ISTS GEC-II scheme. Moreover, the newly proposed GEC –III scheme is further expected to facilitate the intra-state evacuation of additional 134.7 GW Solar, Wind & Hydro power from RE plants and 25.2 GW pumped storage systems with the augmentation of grid in RE rich states. The scheme will strengthen transmission infrastructure by 51,126 ckm and establish substations of aggregate capacity of 2,28,903 MVA. The proposed scheme will support development of 44.8 GWh BESS capacity to facilitate grid integration of RE power to ensure reliable electricity supply. In addition, about 33.3 GW RE capacity (Solar, Wind) has been planned to be integrated into ISTS network in Rajasthan (10 GW), Gujarat (15 GW) and Karnataka (8.3 GW). Overall, ISTS under implementation, planned and under planning for about 530 GW of non-fossil fuel capacity, has been envisaged over the next decade which is given in the table below.

Description	Capacity (GW)
Transmission System under implementation for non-fossil capacity	
ISTS network for RE evacuation (Solar & Wind)	192.0
Intra-state network under the GEC II scheme	19.4
Network for additional Hydro capacity (ISTS + InSTS)	12.7
Network for additional Nuclear Capacity (ISTS)	6.6
Sub-total	**230.7**
Transmission System planned for non-fossil capacity	
Intra-state network under the GEC Scheme-III	134.7
Additional ISTS for RE integration	33.6
Network for additional Nuclear Capacity (ISTS)	7.0
Small Hydro and Biomass addition	5.2
Capacity Addition under Solar rooftop	46.0
Sub-total	**226.5**
Transmission System under planning for non-fossil capacity	
ISTS network for RE evacuation (Solar & Wind)	60.0
Network for additional Hydro capacity (ISTS + InSTS)	13.0
Sub-total	**73.0**
Total	**530.2**

Source: CEA, Crisil Intelligence

d) Growth in data centres, AI infrastructure

Additionally, **rapid growth in data centres**, **cloud and AI infrastructure** is creating incremental requirements for high-reliability power infrastructure. The installed capacity is expected to scale from ~1.2–1.5 GW to ~8–10 GW by fiscal 2031, driving electricity consumption from to ~40–45 TWh. This rapid expansion necessitates robust and highly reliable power infrastructure, including 220/132 kV receiving substations, redundant power transformers, UPS transformers, harmonic-duty transformers, dry-type transformers, and specialised cooling-related transformer applications. Given typical hyperscale requirements of ~1.5–2.0 MVA of transformation capacity per MW of IT load, transformer demand from data centres could translate into an incremental requirement of roughly ~2,000–3,000 MVA per year. Hyperscale data centres in India are scaling rapidly, requiring reliable high-capacity transformer infrastructure for grid connection. Large industrial consumers including steel plants, aluminum smelters, and cement plants are also significant procurers of EHV-class transformers.

e) Railways and metro expansion

Demand is further supported by the continued **electrification and modernisation of Indian Railways**, including corridor expansion and dedicated freight/high-speed rail projects, which require traction transformers and associated substation

infrastructure, while metro rail and urban transit expansion across cities drives deployment of traction, auxiliary and compact transformer solutions designed for dense urban settings.

As of April 2025, 431 Railway infrastructure projects (154 New line, 33 Gauge Conversion and 244 Doubling) comprising a total length of 35,966 km were sanctioned for expansion of existing rail network. Of this, 23,197 km is under construction/planning stage. Since all new rail corridors are being developed with electrification infrastructure, these projects are expected to require a significant no. of traction substations, traction transformers, autotransformers across the network.

In addition, the development of dedicated freight infrastructure is expected to drive demand for higher capacity transformers. Following the commissioning of ~2800 km easter and western DFCs, the government has announced plans for three new economic rail corridors under PM GatiShakti comprising (i) energy, mineral and cement corridor, (ii) port connectivity corridor and (iii) high traffic density corridor, collectively spanning around 40,900 km of identified routes for capacity enhancement and freight optimisation. These corridors typically employ 2x25 kV electrification systems and require a large number of high-capacity traction transformers and autotransformers compared to conventional passenger routes, thereby increasing transformer intensity per km.

High speed rail projects are also expected to create a high value market for specialised Transformers. In the Budget 2026, seven new high speed rail corridors were announced as a strategic growth connectors between major economic centers of the country. Collectively these corridors are estimated to span over 4000 km. Alongside the ongoing 508 km Mumbai-Ahmedabad high speed rail project, these corridors are expected to significantly expand India's high speed rail network and create substantial demand for specialised traction power infrastructure. High speed rail systems require dedicated traction substations, high-capacity traction transformers, autotransformers, auxiliary transformers and highly reliable power supply systems at regular intervals across the route.

Metro rail expansion is expected to be one of the most significant contributors to transformer demand within the transportation sector. About 2,000 – 2,500 km of additional metro rail network is expected to be commissioned over the next 5 to 6 years. Each kilometer of metro rail typically requires a higher concentration of dry-type transformers, rectifier transformers, traction transformers and auxiliary transformers, making metro projects one of the most transformer intensive transportation infrastructure segments.

Furthermore, a significant portion of railway electrification infrastructure installed during 1980s to 2000 is approaching refurbishment or replacement cycles. The modernisation and replacement of aging traction transformers, together with the adoption of digital monitoring and asset management systems, is expected to generate a recurring replacement market over medium term.

As Indian Railways advances towards higher train speeds, heavier loads, and increased service frequency. Indian Railways is progressing towards higher capacity feeding arrangements AC traction system for select routes, which supports improved voltage regulation and higher power transfer over longer distances.

f) <u>Emerging manufacturing sectors</u>

The industry is benefiting from the emergence of specialised transformer demand from new applications such as **BESS, EV manufacturing ecosystems, green hydrogen electrolysis**, HVDC systems and advanced industrial automation, which require higher-value, application-specific designs. Under India's green hydrogen push, around 0.86 MTPA of production capacity has been awarded so far against a target of 5 MTPA by 2030. Green hydrogen and electrolysis facilities require rectifier transformers and converter transformers capable of handling high harmonic and nonlinear loads. Similarly, more than 50 GWh of BESS capacity is currently under construction or in the tendering stage versus a targeted 236 GWh by 2030, supporting demand for power-conversion transformers integrated with inverter systems. HVDC transmission projects require highly specialised converter transformers, while semiconductor applications demand ultra-high reliability dry-type transformer systems. This shift toward specialised transformer applications is expected to improve technological sophistication and value addition within the Indian transformer manufacturing industry.

On the industrial side, **India's manufacturing push and PLI-led investments** across sectors such as metals, chemicals, automotive, electronics, semiconductors, batteries, renewable equipment and green hydrogen are expanding the need for captive substations and special-purpose transformers, including furnace, rectifier and converter transformers, while electrification and efficiency initiatives are increasing power intensity within industrial operations. The mining sector's mechanisation and electrification, along with expansion in mineral processing particularly for critical minerals linked to the energy transition also contributes to demand for rugged, high-reliability transformers.

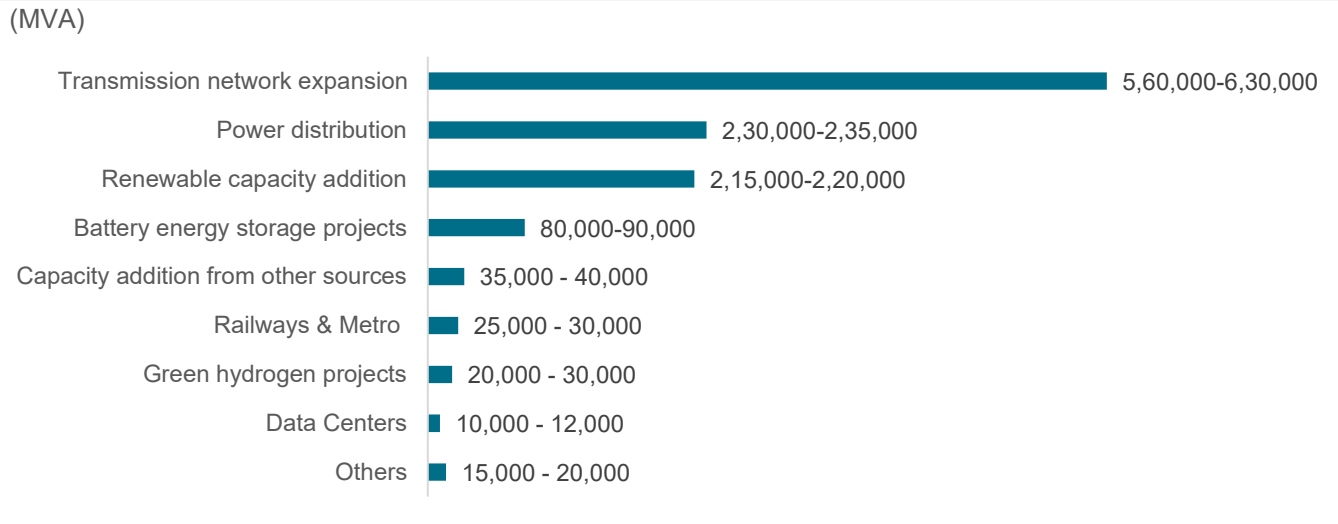
g) Power distribution – last but the critical backbone of power system

On the distribution side, to improve quality (voltage profile) of electric supply, reducing theft and reducing the losses in the system, high voltage distribution system (HVDS) is used by the Discoms as an alternate to low voltage distribution systems (LVDS). In this system,11 kV lines are extended up to or as nearer as possible, to the load centre, and small size single phase distribution transformers ranging from 10 kVA to 50 kVA depending on load requirement are installed on poles to supply power to consumers. This is expected to drive the demand for distribution transformers.

Overall, supported by the combined momentum in electricity demand growth, renewable capacity addition and evacuation, transmission network expansion, grid modernisation and replacement, and rising power infrastructure needs from emerging segments such as data centres, rail/metro and new-age manufacturing, the total transformer requirement for transformation of power by fiscal 2031 is estimated to be in the range of 11,90,000–13,10,000 MVA, based on planned and ongoing project activity across these sectors. This implies an average annual transformer demand of ~2.3–2.6 lakh MVA over the next five years.

The cumulative transformer market opportunity across the major end-use sectors shown in the chart below is estimated at Rs. 2,400–2,600 billion over fiscal 2026–2031. The transmission segment is expected to account for the largest share at ~45–50% of total demand. Renewable energy and BESS capacity additions are likely to contribute ~18–20%, followed by the distribution segment at ~10–15% and railways at ~8–10%. The balance is expected to come from emerging applications such as data centres, green hydrogen, and other manufacturing industries.

Figure 54: Estimated total transformer requirement (in MVA) for major sectors over FY27-31



Source: Crisil Intelligence

4.9.11 Transformer supply outlook

Despite the strong domestic manufacturing base, India is increasingly witnessing tightness in transformer supply, especially in the EHV (400 kV and 765 kV), HVDC, generator transformer, and traction transformer segments. The current demand growth in transmission infrastructure, renewable evacuation systems, data centres, industrial expansion, and railway electrification has significantly outpaced near-term manufacturing scalability. While aggregate nameplate manufacturing capacity in India remains large, effective production capacity is constrained by high utilisation levels, limited availability of CRGO steel, copper price volatility, shortages of skilled manpower, testing bottlenecks, and long manufacturing cycles for large transformers. Lead times for EHV transformers have increased substantially across the industry due to strong order inflows and elevated order backlogs. It is estimated that transformer manufacturers are operating at utilisation levels exceeding 55–60% in several high-voltage categories, with order books extending beyond one year in many cases.

As a result, a structural demand-supply gap is emerging in the Indian transformer industry, particularly in higher voltage and specialised transformer segments. The gap is expected to widen further over the next five years due to planned transmission additions, renewable energy capacity expansion, increasing transformation requirements under ISTS rolling plans, data centre growth, industrial electrification, and railway infrastructure expansion.

Although manufacturers are announcing capacity expansion plans, supply chain limitations and long gestation periods for transformer manufacturing facilities may continue to keep the market relatively tight in the medium term. This is expected to support sustained order inflows, higher capacity utilisation, stronger pricing power, and increased capital expenditure by transformer manufacturers in India.

Over the next five years between fiscal 2027–2031, the committed expansions by leading OEMs are expected to add ~200,000–220,000 MVA of transformer manufacturing capacity, which should structurally minimise the demand-supply gap and ease delivery timelines during the period. The planned transformer manufacturing capacities of some of the major players in India is listed in the table below:

Name of the company	Estimated planned capacity (MVA)
TMC Transformers	78,000
CG Power & Industrial Solutions	45,000
Siemens Energy India	30,000
Prime Meiden	20,000
Bharat Bijlee	17,000
Indo Tech Transformers	8,000
Shilchar Technologies	6,500
Voltamp	6,000

Source: Company websites, Industry, Crisil Intelligence

4.9.12 Key growth drivers for supply of transformers

Government initiatives to boost transformer manufacturing

The Indian government is giving significant attention to the transformer market. The promotion of Make in India, a government initiative, encourages the manufacturing of transformer equipment within India. It aims to make India a global manufacturing hub for the transformer industry by providing numerous incentives to local and foreign manufacturers. The government is also investing in the renewable energy sector and expanding the power transmission network, which will create opportunities for the transformer market's growth.

Under the Budget 2025, the government has launched National Manufacturing Mission covering large, medium and small industries to bolster the Make in India initiative. The budget focuses on investments in power transmission, renewable energy, and infrastructure, which are expected to increase demand for transformers, particularly in high-voltage and specialised applications.

Shift towards higher voltage and higher MVA transformers

A major structural growth driver is the ongoing transition of India's power system towards higher voltage transmission networks. The increasing deployment of 400 kV, 765 kV and HVDC corridors for renewable energy evacuation and long-distance power transfer is driving demand for larger-capacity power transformers. Compared to conventional distribution transformers, the domestic manufacturing base for HV and EHV transformers remains relatively limited, creating significant opportunities for manufacturers possessing advanced design, engineering, and testing capabilities in higher MVA ratings.

RE integration, green hydrogen projects requiring specialised transformer solutions

The rapid expansion of renewable energy capacity is also transforming the product mix within the industry. Large-scale solar, wind, hybrid, BESS, and green hydrogen projects require specialised transformer solutions such as inverter-duty, collector, evacuation, and auxiliary transformers. This is enabling manufacturers to move towards higher-value engineered products with greater customisation, improved margins, and stronger technological differentiation compared to standard transformer offerings.

Expansion of testing and certification infrastructure

Another important driver is the growing focus on quality, reliability, and operational efficiency. Utilities are increasingly demanding transformers with advanced monitoring systems, higher efficiency levels, proven short-circuit withstand capability, and compliance with stringent technical standards. As a result, manufacturers are investing in testing infrastructure, digital monitoring technologies, product development, and certification capabilities, creating significant entry barriers and strengthening the competitive position of established players.

4.10 Backward integration by transformer players

Backward integration in transformer manufacturing refers to a manufacturer expanding its operations to control the supply of one or more critical upstream inputs, most commonly CRGO steel processing, copper conductor manufacturing, bushing production, tank/radiator fabrication, or insulation materials. Given that raw materials constitute 65–75% of transformer manufacturing cost and given the structural shortage and price volatility of CRGO and copper, backward integration is a decisive competitive differentiator.

4.10.1 Qualitative assessment for entry into bushing, radiator and tank manufacturing

4.10.1.1 Transformer bushing manufacturing

Transformer bushings are safety-critical HV interface components that carry current through the grounded tank wall while maintaining required HV insulation. They represent 5–10% of transformer cost for standard HV units and up to 15–20% for HVDC or UHV applications.

Types of Transformer Bushings:

- **Oil-Impregnated Paper (OIP) Bushings:** The dominant type globally; capacitance grading achieved by winding kraft paper around a central conductor with embedded metal foil electrodes, then vacuum-impregnating with transformer oil. Simple, proven technology, but requires oil — a maintenance/leak risk. Used from 11 kV to 1,200 kV.

- **Resin-Impregnated Paper (RIP) Bushings:** Paper wound with metal foil electrodes, impregnated with epoxy resin under vacuum — completely oil-free. Compact, leakage-free, fire-safe. Higher unit cost than OIP but dramatically lower maintenance. Suitable for all voltages up to 550 kV (with 800 kV class in development globally).

- **Resin-Impregnated Synthetic (RIS) Bushings:** Similar to RIP but uses synthetic fibre instead of paper — lighter, used in compact locomotive/traction and offshore wind transformer applications.

The manufacturing process for OIP bushings involves capacitance grading using oil-impregnated crepe paper, requiring precision winding and vacuum oil impregnation, with moderate technological barriers. Domestic players such as Yash Highvoltage, BHEL, Bharat Bijlee maintain limited in-house production. Capital investment for establishing a 220 kV OIP facility ranges from Rs. 300–800 million, scaling up to Rs. 2 billion for 420 kV class, with certification and type testing (IEC 60137) typically taking 9–15 months.

In contrast, RIP and RIS bushings represent newer, high-barrier technology, requiring advanced epoxy impregnation in VPI autoclaves and rigorous partial discharge measurement during curing. An average investments for a 245–420 kV RIP facility can range from Rs. 1.5–3.5 billion, with UHV and HVDC bushings necessitating even greater capital outlay and international certification (KEMA or CESI) that can extend lead times to 18–30 months.

Backward integration of bushing manufacturing presents substantial strategic benefits for transformer OEMs. For OIP bushings, in-house production can yield cost savings of 15–25% and reduce lead times significantly to 4–6 weeks, while also ensuring better design coordination. However, the strategic value of backward integration is significantly higher for RIP bushings, where import lead times can stretch to 12–18 months and gross margins are notably higher (30–45% versus 10–18% for transformer assemblies). OEMs with in-house RIP capability are better positioned to secure time-sensitive EHV orders and respond to the growing demand for oil-free, high-reliability solutions in metro and indoor substations.

4.10.1.2 Radiator manufacturing

Radiators are critical structural and thermal management components in oil-filled power transformers, with an important role in heat dissipation, operational stability and overall product performance. These are pressed-steel or aluminium oil-to-air heat exchangers bolted or welded to the transformer tank. They are manufactured from cold-rolled steel sheets formed into corrugated or pressed panels with internal oil passages.

Radiator fabrication for power transformers in India is characterised by low technological barriers and widespread accessibility of standard manufacturing equipment. The process involves plasma or laser cutting, CNC bending, TIG/MIG welding, hydraulic pressure testing, and painting of CRNO mild-steel sheets, with no proprietary techniques or exclusive know-how required. As a result, numerous unorganised MSMEs supply radiators as ancillary components, creating a highly competitive landscape. The value proposition of in-house radiator fabrication lies not in technology differentiation, but in ensuring supply reliability and precise dimensional control.

While radiators contribute only about 3–5% of a transformer's ex-works cost, in-house fabrication can yield savings of 20–30% on radiator costs by eliminating supplier margins, logistics expenses, and batch-ordering premiums. However, the more significant advantage is enhanced supply chain control, as external radiator suppliers have historically caused delivery delays of 4–8 weeks during peak demand periods, disrupting shipment schedules and project timelines.

Given the low technology barrier and modest direct cost savings, the primary strategic rationale for backward integration into radiator fabrication is supply chain control and schedule reliability, rather than product differentiation. For transformer OEMs aiming to scale production or reduce project risk, establishing in-house radiator fabrication is a low-risk, high-reliability move that ensures timely deliveries and mitigates the impact of external supply disruptions. The investment is quickly recovered and enhances operational flexibility, particularly during periods of high market demand.

4.10.1.3 Transformer tank fabrication

Transformer tank fabrication is an important element of backward integration in transformer manufacturing, particularly for players seeking tighter control over cost, quality, delivery timelines, and product customisation.

The tank is a critical structural component that houses the core and windings, provides mechanical strength, contains insulating oil, and supports heat dissipation accessories; as such, its design and fabrication have a direct bearing on transformer reliability, transportability, and field performance.

Bringing tank fabrication in-house can offer better control over quality and dimensional accuracy, faster design-to-production execution, reduced dependence on external fabricators, improved coordination with core-coil assembly, lower logistics costs for bulky fabricated parts, and greater flexibility in handling customised or low-volume orders. It can also support margin improvement through value capture on fabrication, lower rework and rejection rates, better material yield management, and reduced lead-time-related inefficiencies, especially in a market where timely execution is a key differentiator.

However, tank fabrication is not a simple adjacency and requires meaningful execution capability. The process involves precision plate cutting, bending, welding, machining, surface preparation, leak-proofing, shot blasting, painting, and testing, with consistent adherence to dimensional tolerances, weld integrity, pressure/vacuum performance, and corrosion protection standards. Complexity rises significantly for higher-rated transformers, where tanks must withstand greater mechanical and thermal stress, incorporate radiators and conservators, and meet stringent customer specifications on losses, noise, and transport constraints.

The strategic decision to manufacture tanks in-house therefore depends not only on cost economics, but also on production scale, order mix, utilisation levels, capex requirements, labour and welding skill availability, quality systems, and the ability to integrate fabrication planning with transformer design and final assembly. For established players with adequate volumes and engineering depth, in-house tank manufacturing can strengthen competitiveness, improve operating leverage, and enhance supply-chain resilience.

4.10.2 CRGO steel manufacturing landscape and supply position

Grain-oriented silicon steel, also known as electrical steel, is renowned for its high silicon content, which enhances electrical resistivity and reduces eddy current losses. This segment of steel is crucial for manufacturing energy-efficient transformers and motors. The global CRGO steel market is witnessing steady growth, driven by increasing energy consumption, urbanisation, and infrastructure development. CRGO steel comes in various thicknesses, catering to different applications.

The core assembly of a transformer is a critical component that plays a vital role in facilitating the efficient transfer of electrical energy between the primary and secondary windings. The core is typically constructed from thin sheets or laminations of magnetic material, specifically CRGO Electrical Steel. The unique grain-oriented structure of CRGO steel significantly reduces core losses, making transformers more efficient and reliable. As a result, CRGO steel has become a strategic material in the production of transformers.

CRGO steel grades are classified by their thickness and magnetic properties, with common grades including M-series grades (e.g., M0, M1, M2, etc) and Hi-B grades (high permeability). The conventional grades for applications in transformers, generators, and high-power systems come in a thickness of 0.23 mm, 0.27 mm, 0.30 mm, 0.35 mm (generally called M3, M4, M5 & M6). Lower the thickness better is the quality of material. The Hi-B, an advanced alloy also being used in transformers and other power equipment to improve efficiency and reduce energy loss. The shifts in market trends now indicate a transition towards HiB and amorphous steel mainly in power and distribution transformers.

CRGO electrical steel is a specification-sensitive input that has a significant impact on transformer performance characteristics, including energy-loss parameters, and represents a meaningful component of manufacturing cost.

4.10.2.1 Availability and sourcing of CRGO Steel

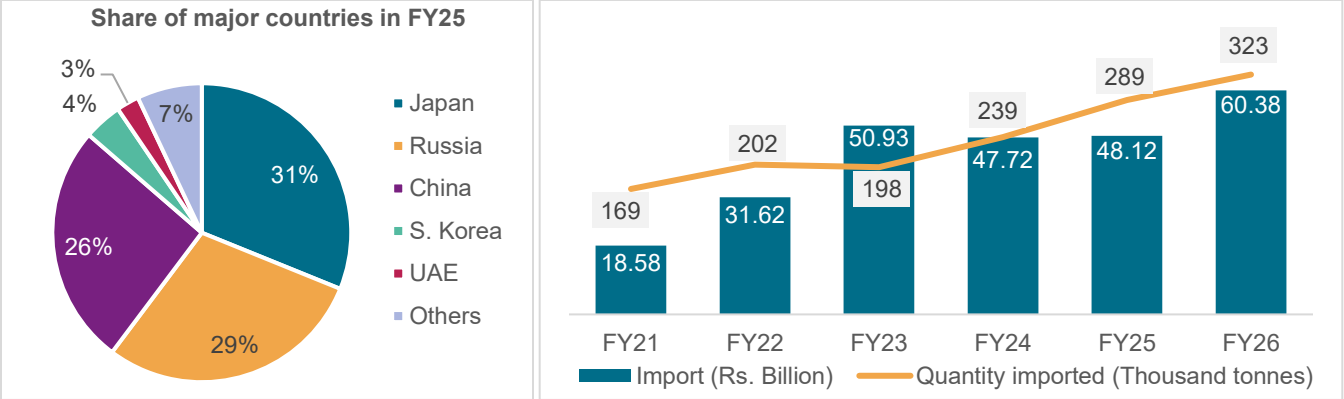
The availability of CRGO steel in India is limited, with the majority of the demand being met through imports. The domestic production of CRGO steel covers only 8-10% of the total demand, with the remaining 90-92% being sourced from countries such as Japan, Russia, China, South Korea, UAE, Poland, Belgium, and Germany. Japan and Russia collectively account for approximately 60% of India's total CRGO imports.

The existing demand for CRGO in India is 0.3-0.4 million tonnes of which conventional grade 35-40% and balance is Hi-B Grade. Domestic production (~50,000 T from JSW-JFE Steel erstwhile Thyssenkrupp Electrical Steel India) meets only ~10-12% of the total demand. The remaining ~85-90% is imported, leaving India critically exposed to BIS licence disruptions as seen in 2023–24, geopolitical supply shifts, and global price spikes. Technology licensing remains the single biggest obstacle, as CRGO production technology is fiercely guarded by Japanese and Korean steel majors who do not license it commercially.

India is currently facing a shortage of CRGO steel due to delayed license renewals by the BIS for several foreign suppliers from Japan, South Korea, and China. As a result, the supply of CRGO steel is expected to remain limited, which could potentially jeopardize India's ambitious energy goals if not addressed in a timely manner. The total quantity of CRGO steel imported during fiscal 2026 was 323 thousand tonnes, representing a 12% increase over the previous year. Over the last six years (fiscal 2021-2026), the import quantity of CRGO steel has grown at a CAGR of 13.8%.

However, in a significant development, a consortium of JSW Steel and JFE Steel completed acquisition of the TKES India plant in Nashik, Maharashtra, in January 2025. Furthermore, the consortium has proposed the establishment of a new CRGO steel manufacturing facility in Vijayanagar, Karnataka, which is expected to become operational in fiscal 2028. The total output of grain-oriented electrical steel from both the facilities would be 0.35 million tonnes. It is expected that on completion of this project, India will be able to meet about half of the domestic CRGO demand projected for fiscal 2028 and onwards.

Figure 55: Major import countries and historical import value of CRGO steel



HSN Codes: 72261100, 72251100
Source: Ministry of Commerce, Crisil Intelligence

The global CRGO production capacity is estimated to be 3.5 - 3.8 MTPA, of which 40-45% is held by China in 2023 by major companies such as Baosteel and Shougang. Some of the other prominent companies operating in the global grain oriented electrical steel market are AMNS, POSCO, Nippon Steel & Sumitomo Metal Corporation, AK Steel Corporation, JFE Steel and others. Key vendors in the grain oriented electrical steel market are adopting merger strategies to capture emerging markets such as India. E.g., Transformers and Rectifiers (India) Ltd acquired controlling stake in POSCO Poggenamp Electrical Steel Private Limited, who manufactures CRGO laminations for Transformer & Reactors up to 765 kV class / 500 MVA and capable to process up to 1,200 kV class/1,000 MVA rating with an installed capacity of 24,000 TPA.

Table 15: Major grain-oriented steel manufacturing companies and their estimated capacities

Manufacturer	Country	Estimated manufacturing capacity
JSW-JFE JV	India	Existing capacity of 50,000 TPA at Nashik, Maharashtra; Full range M3 to Hi-B using JFE's production technology Planned expansion: Phase 1: ~140,000 TPA (FY27); Full production of 350,000 TPA by FY28
Baosteel	China	Existing capacity of 1.16 MTPA. Plan to establish production line for ultra- high - grade electrical steel products with an annual capacity of 0.22 MTPA

Manufacturer	Country	Estimated manufacturing capacity
POSCO	South Korea	0.83 million tonnes of electrical steel sheet production
Nippon Steel	Japan	0.68 MTPA
JFE Steel	Japan	0.51 MTPA
NLMK	Russia	0.17 MTPA; It also has a transformer steel manufacturing plant in Maharashtra with a rated production capacity of 64,000 TPA.
Thyssenkrupp Steel	Germany	0.26 MTPA

Source: Company websites, Press releases, Crisil Intelligence

4.10.2.2 CRGO sourcing strategies and in-house processing capabilities

Leading power transformer manufacturers are increasingly differentiated by their CRGO steel sourcing strategies and in-house processing capabilities. Manufacturers with in-house CRGO steel processing can better control input costs, ensure supply security, and maintain consistent product quality. This vertical integration reduces reliance on external suppliers, mitigates price volatility, and enables more efficient inventory management. As a result, these manufacturers enjoy higher operating margins compared to peers who depend on external sourcing, since they can optimise production costs and deliver superior products with greater reliability. It can be broadly categorised into following strategies based on manufacturer's approaches.

i. **Direct Mill Procurement through annual contracts with in-house slitting:** The manufacturers secure large annual contracts directly with global mills like Nippon Steel, POSCO, importing CRGO coils for in-house slitting and step-lap cutting using advanced CNC lines. This integrated approach yields a strong competitive advantage, delivering 10-15% cost savings compared to spot markets, 4-6 weeks faster core-building, superior grade control ensuring BEE star-label compliance, and even the potential to generate new revenue by processing surplus CRGO for smaller manufacturers.

ii. **Direct Mill Procurement with external slitting:** The manufacturers outsource slitting and step-lap cutting to domestic processing houses. This offers a moderate advantage over spot purchases but incurs an 8-12% processing markup and longer lead times (8-10 weeks for import plus 3-4 weeks for processing), limiting rapid CRGO grade switching.

iii. **Bulk spot import with external processing:** It is usually used by mid-tier manufacturers. They procure CRGO from traders/distributors on an as-needed basis and rely on external slitting houses. This model presents a structural disadvantage, exposing them to significant spot-price volatility, no guaranteed supply priority, and an inability to commit to no-load loss guarantees. Their BEE star-label compliance is also at risk due to inconsistent grade availability.

iv. **Purchased Slit CRGO Sheets from Distributor:** This approach involves layered costs from distributor margins, processing markups, and import premiums, resulting in the highest per-unit CRGO cost in the industry. These players have no control over grade selection, lack loss-guarantee reliability, and face significant BEE compliance risks post the 2025 star-label upgrade, effectively hindering their ability to bid for utility tenders requiring stringent performance guarantees.

These integrated strategies highlight a clear divergence in capabilities, with larger players leveraging capital expenditure and strategic foresight to secure a dominant position, while smaller manufacturers face increasing pressure to adapt or risk significant disadvantages in an increasingly regulated and supply-constrained market.

Manufacturers with direct mill procurement and in-house slitting capabilities are best positioned to meet these stringent requirements and leverage long-term Hi-B off-take agreements. A multi-grade CRGO sourcing portfolio across diverse geographies, including Hi-B grades helps mitigate single-source dependency and navigate supply crises effectively. The ability to control the entire CRGO value chain, from sourcing to in-house processing, is rapidly becoming a critical factor for sustained growth and market dominance in the power transformer industry.

With the BEE mandate in 2025 requiring high grade CRGO for star-rated distribution transformers, securing long-term Hi-B Grade CRGO offtake agreements with primary mills has become paramount. Large manufacturers, with such agreements, gain a decisive advantage in delivery and margin, shielding them from the spot-price premiums and potential non-compliance faced by mid-tier players. Strategic sourcing and in-house processing investments, which collectively define market dominance, ensure regulatory adherence, and provide a significant competitive edge in the evolving power transformer industry.

4.11 Transformer export market outlook

The global shortage of Transformers, driven by rising demand and limited supply, has significantly extended lead times to as long as two to three years. This supply-demand imbalance is pushing up transformer prices, benefiting manufacturers that can secure critical raw materials and fulfilling pending orders. In India, transformer manufacturers have improved their operating margins steadily over the past few years, supported by greater operational efficiency, costs optimisation and backward integration initiatives. At the same time, exports are growing at a faster pace, prompting companies to prioritise international markets where margins are higher. This shift towards exports, combined with efforts to strengthen supply chains, positions Indian manufacturers to enhance profitability, and gain a stronger global competitive edge.

4.11.1 India's emerging position in global transformer manufacturing

India is increasingly being viewed as a credible manufacturing hub for power transformers, supported by a combination of cost competitiveness, visible capacity build-up of 120-140 GVA, a China+1 supply-chain rebalancing, and an improving policy and demand environment. While transformer manufacturing remains a specialised, quality-critical segment with long qualification cycles, India's ecosystem spanning electrical steel processing, copper/aluminium conductors, engineering talent, and an expanding base of high-voltage test infrastructure has strengthened meaningfully over the last few years.

India offers scale, a broad vendor base, and a mature power equipment engineering ecosystem. The country has an established base of large electrical OEMs and transformer specialists, enabling faster qualification than greenfield geographies.

Global procurement strategies have shifted from single-country optimisation to resilience driven by logistics shocks, geopolitical risk, and lead-time volatility for critical grid equipment. Transformers have moved into the strategic equipment category for many utilities and EPC players, increasing willingness to qualify alternate manufacturing geographies.

Further, India's policy environment has become more conducive for domestic manufacturing in electrical equipment due to a mix of PLI scheme and broader Make in India push. The larger capex focus in power infrastructure, including transmission expansion, renewable integration, and distribution reforms improving demand visibility for transformer makers and their supply chains. Quality and localisation emphasis in public procurement and standards enforcement, which can support domestic capacity build-out once suppliers meet qualification requirements.

Despite strong tailwinds, India's manufacturing-hub trajectory in power transformers will depend on continued progress in a few bottlenecks:

- ✓ **Input supply constraints**: CRGO steel availability/pricing and dependence on imports can impact cost and lead time.
- ✓ **Testing and certification capacity**: EHV/ultra-high-voltage capability and short-circuit testing infrastructure can become gating factors.
- ✓ **Execution and quality consistency**: As exports rise, adherence to international specifications (IEC/IEEE as applicable), on-time delivery, and field performance will drive repeat orders.
- ✓ **Working capital intensity**: Transformers involve long cycle times, milestone-based payments, and inventory exposure to metal price volatility.

4.11.2 India's footprint in global market

India's transformer manufacturing industry is a significant contributor to the country's electrical infrastructure, with an annual average production of over 0.30 million transformers. According to IEEMA, India's transformer export market has been steadily growing, with a total of 9,468 transformers produced for export in fiscal 2025. Notably, distribution transformers accounted for the majority of these exports, with 9,382 units during the same period.

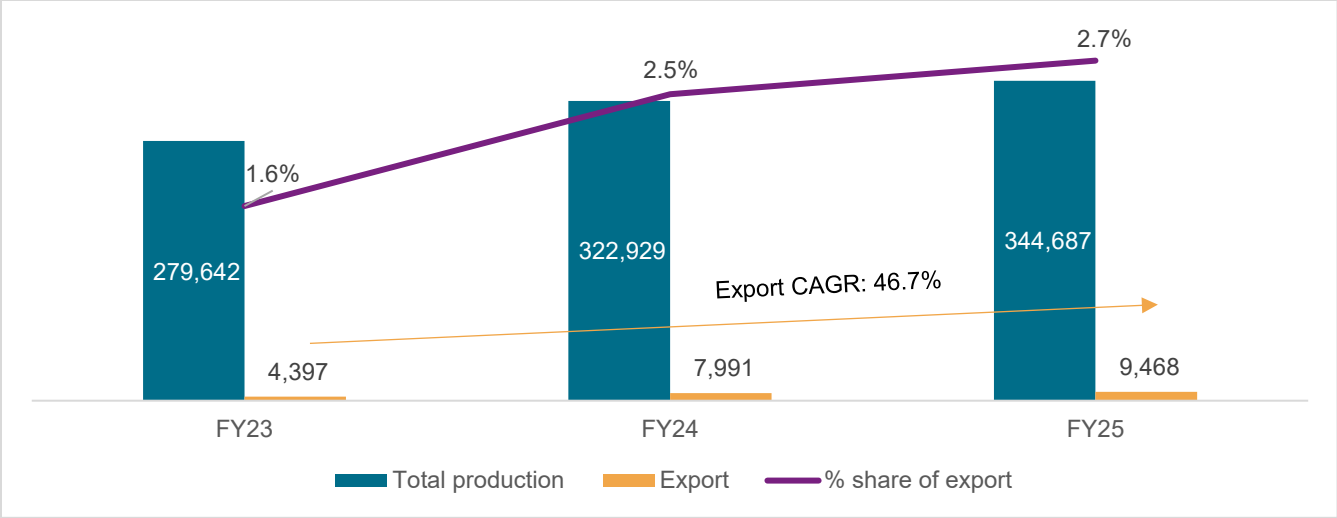
The distribution transformers with a voltage rating between 12-36 kV (up to 2.5 MVA) have been in highest demand, with half of the total transformers in this category being produced for export annually. However, in fiscal 2025, this share decreased to 24%. Furthermore, it is observed that over 95% of the total exported distribution transformers have a capacity of upto 2.5 MVA (voltage levels ranging from 0-36 kV).

As far as power transformer exports are concerned, it has been observed that there has been a decline in the number of units exported over the past three years, from 104 units in fiscal 2023 to 86 units in fiscal 2025 as reported by IEEMA. However, the demand for power transformers having a voltage rating between 72.5-145 kV experienced a significant surge in fiscal 2025.

The export of power transformers in this voltage range more than doubled in fiscal 2025 compared to the previous year and accounted for a 42% share of the total power transformer exports.

The export data highlights the growing importance of India's transformer manufacturing industry in the global market and there is a strong demand for small to medium-sized transformers, and Indian manufacturers are well-positioned to cater to this demand. The country's ability to produce high-quality transformers that meet international standards has enabled it to establish itself as a significant player in the global export market. As the demand for electrical infrastructure continues to grow globally, India's transformer manufacturing industry is likely to play an increasingly significant role in meeting this demand, both domestically and internationally.

Figure 56: Total no. of transformer production (power+distribution) and its export share



Source: IEEMA, Crisil Intelligence

4.11.3 Import-exports of transformers in India

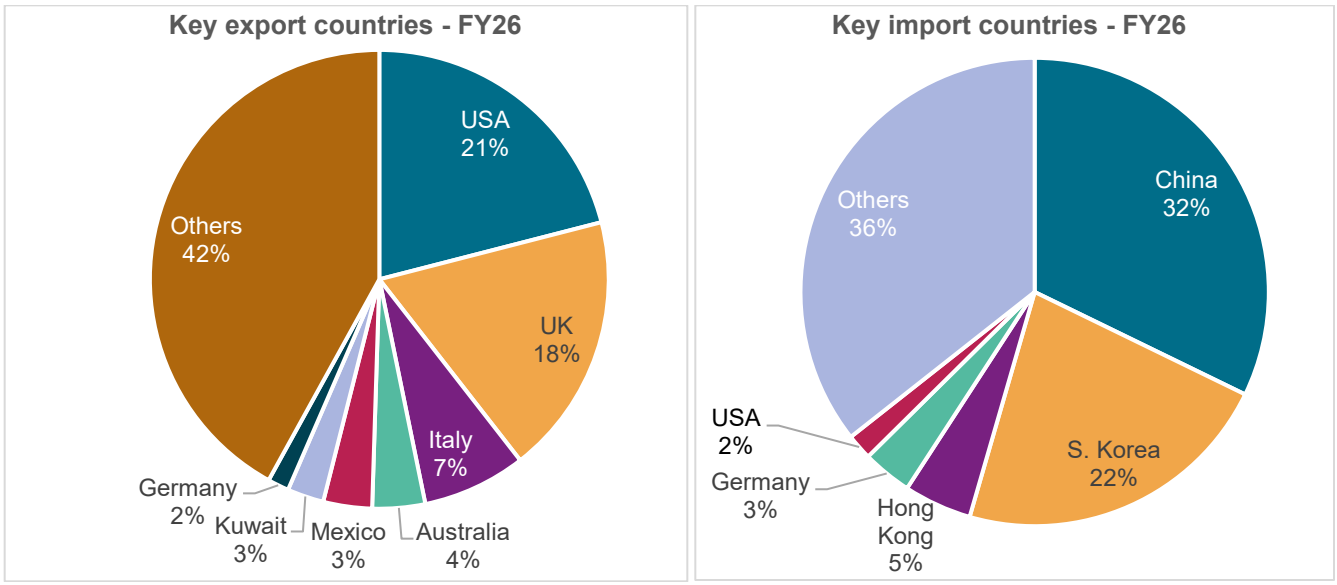
India's electrical transformer trade is a significant aspect of its economy, showcasing its dual role as a global supplier and consumer. The value of exports of transformers (incl. related HS codes) from India was Rs. 66 billion in fiscal 2025. The exports of transformers have grown at a CAGR of 20.1% over the past five years (fiscal 2021-2026). During fiscal 2025, key export destinations for transformers include USA, UK, Italy, Mexico, Saudi Arabia, European Countries etc.

Similarly, the value of imports of transformers (incl. related HS codes) to India was Rs. 41 billion in fiscal 2026. The imports of transformers went up by 30.4% compared to fiscal 2025. During fiscal 2025, key import partners countries for transformers include China, Hong Kong, Germany, France, Korea, USA, etc.

In terms of imports, China is a significant supplier of cost-effective specialty transformers for industrial automation and renewable energy. Germany and Japan are known for high-quality, precision-engineered transformers for medical and specialised industrial applications, whereas US supplies advanced products for defence and high-end industrial requirements.

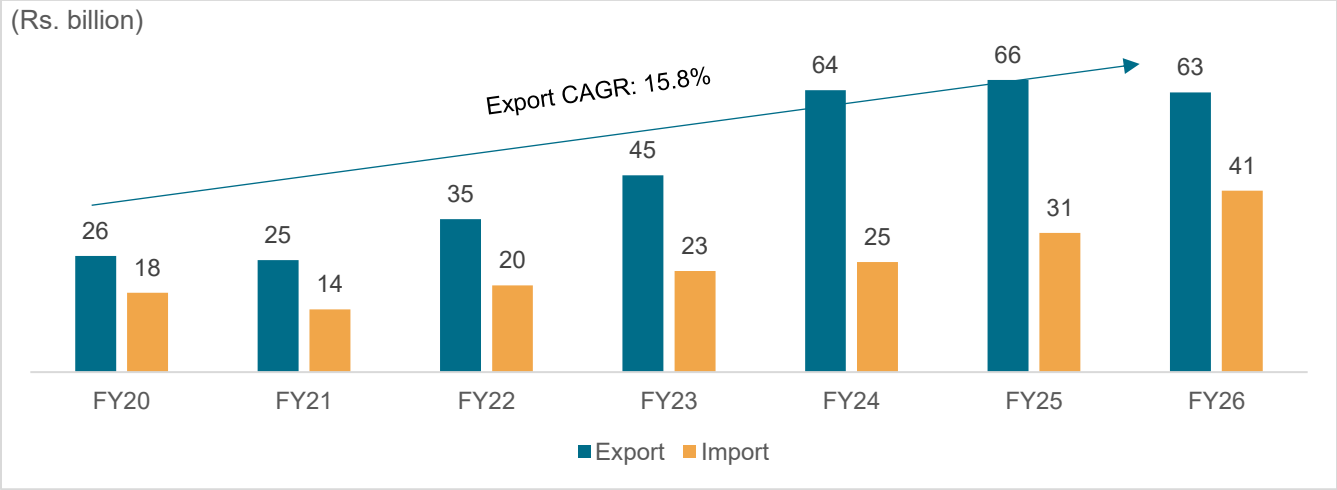
India has remained a trade surplus in terms of supply of finished transformer products. This indicates India's robust engagement in the global transformer market, driven by domestic industrial needs and international demand for Indian-manufactured transformers. India is emerging as a preferred supplier of transformers to the US and European markets.

Figure 57: Key countries of export and import of transformers in India



Source: Ministry of Commerce, Crisil Intelligence

Figure 58: Historical import-export of transformers - India



HSN Codes: 85042100; 85042200; 85042310; 85042320; 85042330; 85042340; 85043100; 85043200; 85043300 & 85043400
Source: Ministry of Commerce, Crisil Intelligence

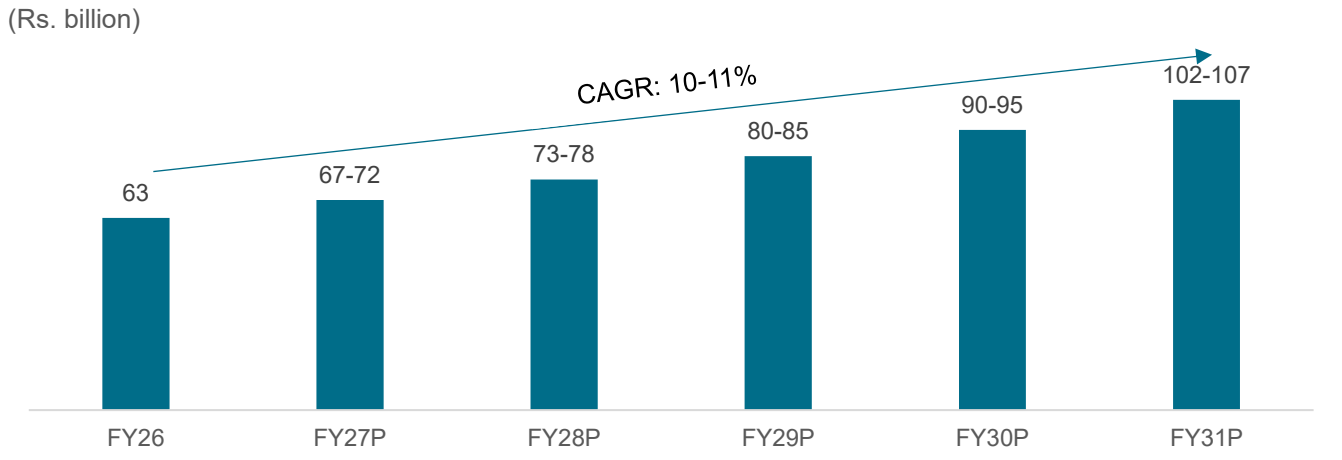
4.11.4 Exports market outlook

India's transformer exports to the USA and UK have grown significantly from fiscal 2020 and in fiscal 2025, the combined share was over 45%. This trend is projected to keep rising through fiscal 2031 as the demand for power transformers in the US, driven by grid modernisation efforts, increased electrification, and renewable energy integration and domestic manufacturing capacity in US is insufficient to meet the escalating requirements. This trend suggests a promising avenue for Indian exporters to capitalise on the increasing transformer requirements in such regions.

India's transformer export market has grown at a CAGR of 20.5% over the five years from fiscal 2020 to fiscal 2025. The global shortage of transformers, driven by rising demand and limited supply, has significantly extended lead times to as long as two to three years. This supply-demand imbalance is pushing up transformer prices, benefiting manufacturers with reliable execution and material-procurement capabilities.

India's transformer export market is experiencing notable growth, fueled by increasing global demand for power infrastructure upgrades, renewable energy integration, rising data centres, AI and industrial electrification. Further, the regions like Africa, Southeast Asia, and South Asia are expanding their power grids on a large scale and are in need of medium and low voltage

transformers and India is the preferred choice due to their price advantages and applicability. Total annual export market for transformer is estimated to reach about Rs. 102-107 billion in fiscal 2031 from Rs. 63 billion in fiscal 2026, growing at a CAGR of 10-11% during the period.



Source: Crisil Intelligence

4.11.5 China's dominance in global transformer market

China has the world's largest transformer manufacturing industry and is estimated to account for 50–60% of global transformer production capacity. China's annual transformer manufacturing capacity is estimated at 800,000–1,200,000+ MVA per annum across all voltage classes, including distribution transformers, power transformers, EHV/UHV transformers, HVDC converter transformers, and industrial transformers.

China's transformer manufacturing ecosystem is highly integrated and includes several large-scale state-owned and private manufacturers such as TBEA, Baoding Tianwei Baobian Electric, Jiangsu Huapeng Transformer.

China has built substantial manufacturing depth through large-scale investments in CRGO/electrical steel supply chains, HV testing infrastructure, vertically integrated manufacturing. It continues to anchor the global transformer value chain. This combination has enabled Chinese manufacturers to deliver high volumes with competitive pricing and relatively short lead times, while also servicing export markets through established EPC and equipment supply networks. As a result, China remains a key price- and capacity-setter for many transformer categories globally, and procurement strategies in several markets still reference Chinese supply availability and delivery schedules when planning large-scale transmission and distribution upgrades.

5 Competition analysis

TMC Transformers India Ltd was incorporated in 2009 and commenced operations as a provider of transformer design and engineering services. Over the years, the company expanded its operations across the transformer value chain and is engaged in the design, manufacturing, testing and supply of power and distribution Transformers. The company has an installed transformer manufacturing capacity of about 8,500 MVA as of March 31, 2026 and 13,500 MVA as of May 15, 2026. Its product portfolio includes oil-filled Transformers, dry type Transformers, Scott Connected traction transformers and compact substations catering to utilities, industrial customers, infrastructure projects and other end-user segments. Indian Railways and Metro rail systems are among the key customers for TMC Transformers. The Company has secured maximum no. of RDSO approvals for transformer categories used in 2x25 kV railway traction substations. The company has also established in-house capabilities for the processing of CRGO electrical steel laminations and transformer cores as one of the critical raw material, used in transformer manufacturing. Through these operations the company undertakes activities spanning transformer design, core processing, manufacturing testing and supply.

The table below provides an overview of the product offerings of selected industry players in similar categories:

Table 16: Summary of companies with similar offerings

Parameters	TMC	Atlanta	Voltamp	Indotech	Danish Power	Shilchar	Kanohar	Marsons	TARIL
Max voltage level	220 kV	765 kV	220 kV	220 kV	66 kV	132 kV	400 kV	220 kV	1200 kV
Oil filled transformer	✓	✓	✓	✓	✓	✓	✓	✓	✓
Dry type transformer	✓	×	✓	×	✓	✓	×	✓	×
Scott Connected traction transformer	✓	×	×	×	×	×	✓	×	×
Max MVA & voltage class for oil-filled transformer	160 MVA, 220 kV	500 MVA, 765 kV	160 MVA, 220 kV	200 MVA, 230 kV	50 MVA, 66 kV	50 MVA, 132 kV	500 MVA, 400 kV	200 MVA, 220 kV	500 MVA, 1200 kV
Max MVA & voltage class for dry-type transformer	20 MVA, 36 kV	NA	12.5 MVA, 33 kV	NA	10 MVA, 33 kV	1 MVA, 11 kV	NA	20 MVA, 33 kV	NA
Backward integration components	CRGO processing	NA	NA	NA	NA	NA	Tank & Radiators	NA	CRGO Processing & HV Bushing

Source: Company Websites, Annual reports, Crisil Intelligence

The table below provides a detailed comparison of manufacturers across parameters including voltage level capabilities, different transformer types of offerings, end-user industries served, installed manufacturing capacities and announced capacity expansion plan, where applicable.

Table 17: Key players in the domestic transformer manufacturing industry in India

Company Name	Transformer products	Other products & offerings	Backward integration	End-user industries	No. of Mfg. Units & location	Mfg Capacity p.a. & expansion plan
TMC Transformers (India) Ltd.	• Oil-filled transformers Upto 160 MVA, 220 kV • Dry-type transformers upto 20 MVA, 36 kV	• Compact Substations Upto 3 MVA, 36 kV • CRGO processing	• CRGO processing	• Utilities and power distribution • Renewable energy & BESS • Industrial applications	1 transformer manufacturing, 1 CRGO and 1 upcoming facility, (all in Gujarat)	Current: 1,000 MVA dry type transformers and 12,500 MVA oil-filled transformers (Total: ~13,500 MVA) Proposed: 78,000 MVA

Company Name	Transformer products	Other products & offerings	Backward integration	End-user industries	No. of Mfg. Units & location	Mfg Capacity p.a. & expansion plan
	• Scott Connected Traction transformer upto 100 MVA 230 kV • Traction transformers • Inverter duty transformers • Auto transformers • Solar multi-winding transformers			• Indian Railways and Metros		
Atlanta Electricals Ltd.	• Power transformer upto 500 MVA, 765 kV • Auto transformer upto 500 MVA, 4000 kV • Furnace transformers upto 50 MVA, 66 kV • Inverter duty transformers upto 18.5 MVA, 33 kV • Special duty transformers upto 50 MVA, 132 kV	NA	• NA	• Power G, T&D utilities • Renewable energy • Special application industries	4 in Gujarat and 1 in Bangalore	Current: 63,060 MVA
Voltamp Transformers Ltd.	• Oil filled transformers upto 160 MVA, 220 kV • Dry-type Cast Resin transformers up to 12.5 MVA, 33 kV	• SF6 insulated medium voltage switchgear • Composite compartmentalised Unitised substation	• NA	• Power G, T&D utilities • Renewable energy • Industrial applications	2 in Vadodara, Gujarat	Current: ~14,000 MVA Proposed: ~6,000 MVA

Company Name	Transformer products	Other products & offerings	Backward integration	End-user industries	No. of Mfg. Units & location	Mfg Capacity p.a. & expansion plan
	• Resin Impregnated Dry Type transformers up to 5 MVA, 11 kV • Induction furnace transformer					
Indotech Transformers Ltd.	• Distribution transformer between 1 MVA/11 kV to 5 MVA/33 kV • Power transformers between 5MVA/11kV to 200 MVA/230kV	• Skid mounted substations	• NA	• Power G, T&D utilities • Renewable energy • Steel and aluminium industries	1 in Kanchipuram, Tamil Nadu	Current: 12,000 MVA Proposed: 8,000 MVA
Bharat Bijlee Ltd.	• Power transformers upto 200 MVA 220 kV • Generator transformer, • Unit auxiliary transformer • Special application transformer	• Electric motors ranging from 0.12 kW to 1,250 kW	• Bushings	• Power G, T&D utilities • EPC companies • Large Industries	1 in Navi Mumbai, Maharashtra	Current: ~18,000 MVA Proposed: ~17,000 MVA
Danish Power Ltd.	• Oil type transformers upto 50 MVA, 66 kV • Dry type transformers upto 10 MVA, 33 kV • Inverter duty transformer upto 20 MVA • Booster transformers, Furnace	• Control relay panels • LV/MV switchgear panels • Compact substations	• NA	• Power G, T&D utilities • Renewable energy • EPC companies • Large Industries	1 in Jaipur, Rajasthan	Current: 11,000 MVA

Company Name	Transformer products	Other products & offerings	Backward integration	End-user industries	No. of Mfg. Units & location	Mfg Capacity p.a. & expansion plan
	transformers, Rectifier transformer					
Shilchar Technologies Ltd	• Power transformer upto 50 MVA, 132 kV • Distribution transformers upto 5 MVA, 33 kV and upto 100 kVA, 11 kV • Dry type (VPI) upto 1 MVA, 11 kV • Inverter duty transformer 3/4/5 winding • Furnace transformer 3/5 winding	• Electronics and telecom transformers	• NA	• Renewable energy • Cement, Sugar, Steel • EPC companies • Private utilities company	1 in Vadodara, Gujarat	Current: 7,500 MVA Proposed: 6,500 MVA
Kanohar Electricals	• Power transformer - upto 500 MVA, 400 kV • Distribution transformer - upto 5.5 MVA, 33 kV • Traction transformers: 30.24 MVA,132 kV; 30.24 MVA, 220 kV. • Scott transformers - 100 MVA, 220/2x55 kV; and 100 MVA, 132/2x55 kV	• Shunt reactors upto 125 MVAr, 400 kV • Gas insulated switchgears • EPC for substation and transmission lines	• Tanks • Radiators	• Government utilities – G, T&D • Indian Railways • Private utilities • EPC companies	2 in Meerut, Uttar Pradesh	Current: 19,200 MVA
Marsons Ltd	• Distribution transformer	• Pad mounted transformer	• NA	• Power – G, T&D utilities	1 in Kolkata	Current: 12,000 MVA

Company Name	Transformer products	Other products & offerings	Backward integration	End-user industries	No. of Mfg. Units & location	Mfg Capacity p.a. & expansion plan
	upto 2.5 MVA, 33 kV • Power transformers upto 200 MVA, 220 kV • Dry type transformers upto 20 MVA, 33 kV • IDT upto 25 MVA, 33 kV • WTG transformers upto 6.3 MVA, 33 kV	• Special US market transformers upto 300 MVA, 345 kV		• Renewable energy • EPC companies		
Transformers & Rectifiers Ltd.	• Power transformers from 5 -500 MVA upto 1200 kV • Distribution transformer from 250 – 4000 kVA upto 33 kV • Furnace transformer • Rectifier transformer • Specialty transformer	• Switchgear • Reactors	• HV Bushing • CRGO processing	• Power – G, T&D utilities • Renewable IPPs • Private utilities and industries	3 in Gujarat	Current: ~75,000 MVA

NA: Not available, EPC: Engineering procurement and construction, G, T&D: Generation, transmission and distribution
Source: Company Websites, Press Releases, Annual reports, Crisil Intelligence

- TMC Transformers is an established transformer manufacturing company in India with a demonstrated track record of transitioning into higher MVA products, with current capabilities upto 160 MVA / 220 kV class.

- TMC Transformers is one of the few transformer manufacturers in India with the requisite capabilities and certifications to cater to all major high-growth end-user sectors, including railways, renewables, metro, industrials, discoms and others.

- The Company's total MVA sold increased from 2,487.07 MVA in FY2024 to 4,659.59 MVA in FY2026. Additionally, average MVA per transformer sold improved from 3.78 MVA in FY2024 to 4.46 MVA in FY2025 and further to 7.54 MVA in FY2026, reflecting a shift towards higher-rating transformers. Further, the average MVA per transformer in the company's order book is 17.18 MVA.

- TMC Transformers is the only transformer manufacturer in India certified by RDSO for all classes of transformers required for 2×25 kV traction substations in India.

- TMC Transformers is also one of the only two Indian manufacturers certified by RDSO to manufacture 100 MVA / 220 kV Scott-connected traction transformers for deployment in high-voltage rail network electrification by the Indian Railways, and the first and only manufacturer approved for 100 MVA / 230 kV Scott-connected traction transformers for these applications.

- The Company is among the few transformer manufacturers with in-house CRGO processing capabilities, enabling greater control over the supply chain and driving operational efficiencies.

- TMC Transformers is one of four manufacturers in India supplying dry-type transformers for metro infrastructure applications.

- TMC Transformers is one of the few manufacturers in India who has C2, E2, F1 classifications issued by CESI, Italy. This demonstrates compliance with stringent international quality and safety standards, reflecting robust design, and reliable operation in harsh environments.

- The Company's approved design for 100 MVA / 220 kV Scott connected transformers for the railways is certified at a no-load loss of 32.6 kW against the industry benchmark of 35 kW, highlighting the company's robust design capabilities and positioning within the segments

- The Company is expanding into the EHV transformer segments through a planned 78,000 MVA manufacturing facility, expected to be India's largest transformer manufacturing facility at a single location.

Financial analysis of domestic manufacturing companies with similar offerings

TMC Transformers financial performance has been benchmarked against selected listed peers that are primarily engaged in transformer manufacturing and offer products with comparable voltage classes, transformer types and MVA ratings. This peer set has been selected to facilitate a like-for-like comparison and provide a broader perspective on the company's operating and financial performance relative to other players in the transformer manufacturing industry.

- TMC Transformers is one of the fastest growing transformer manufacturing companies from FY2024 to FY2026, in terms of Revenue from Operations, growing at CAGR of 29.83% during the period. Further, in FY2026 the company registered the highest growth in Revenue from Operations of 53.57% amongst all peers.

- TMC Transformers had the highest Gross Profit margin in FY2026 of 43.01% and in FY2025 of 38.57% amongst all peers, underscoring its strong market positioning, execution capabilities, backward integration and cost efficiency. Further, their Gross Profit grew at a CAGR of 96.61% between FY2024 and FY2026, the highest among all peers.

- The Company had the highest Operating EBITDA margin in FY2026 of 31.89% and the second highest in FY2025 of 24.55% among all the peers. Moreover, the Company had the highest Operating EBITDA CAGR of 143.80% during FY2024-FY2026 among all the peers, demonstrating consistent operating leverage and margin expansion.

- Among the peer set, TMC Transformers reported the second-highest PAT margins of 22.94% and 17.17% in FY2026 and FY2025, respectively, as compared to the peer average PAT margins of 14.88% and 14.37% in FY2026 and FY2025, respectively. Further, the Company achieved the highest PAT CAGR of 151.77% between Fiscal 2024 and Fiscal 2026 among peers, reflecting strong and sustained earnings growth.

- The Company reported the highest return ratios among peers in FY2026, with ROE and ROCE of 75.21% and 79.31%, respectively, significantly higher than the peer average ROE and ROCE of 25.57% and 33.90%, respectively, demonstrating prudent and efficient capital allocation.

- The Company reported the highest fixed asset turnover ratio of 15.13x in FY25 amongst peers, reflecting its strong ability to efficiently utilise its fixed asset base.
- The Company's Basic EPS grew at a CAGR of 151.72% between FY2024 and FY2026, the highest among its peers. Notably, this growth rate was 3.33x the peer average, reflecting the company's strong earnings accretion.

Table 18: Financial parameters of domestic listed companies with similar offerings

Rs. Mn		TMC Transformers (India) Ltd.			Atlanta Electricals Ltd.			Transformers & Rectifiers Ltd.		
	Unit	FY26 (A)	FY25 (A)	FY24 (A)	FY26 (A)	FY25 (A)	FY24 (A)	FY26 (A)	FY25 (A)	FY24 (A)
Operating parameters										
Installed Capacity	MVA p.a.	8,500.00	8,500.00	8,500.00	63,060.00	16,740.00	14,820.00	75,000.00	40,200.00	37,200.00
MVA Produced / Sold	MVA	4,659.59	2,853.40	2,487.07	NA	NA	NA	33,763.00	29,118.00	16,428.00
Transformer Sold	No.	618	640	658	458	NA	NA	NA	NA	NA
MVA per Transformer Sold	MVA	7.54	4.46	3.78	NA	NA	NA	NA	NA	NA
MVA per Transformer Sold (Oil-filled)	MVA	17.45	10.22	6.15	NA	NA	NA	NA	NA	NA
Order Book	Rs. Mn	6,734.18	3,271.03	1,375.10	24,930.00	16,429.78	12,713.80	50,050.00	51,328.00	25,820.00
Realisation per Transformer	Rs. Mn	6.64	4.15	3.66	40.43	NA	NA	NA	NA	NA
Financial parameters										
Revenue from operations	Rs. Mn	4,172.35	2,716.85	2,475.25	18,515.17	12,441.70	8,675.53	25,088.00	20,193.81	12,946.76
Revenue Growth	%	53.57%	9.76%	NA	48.82%	43.41%	-0.72%	24.24%	55.98%	-7.26%
Gross Profit	Rs. Mn	1,794.66	1,047.91	464.29	5,513.44	3,278.07	2,323.26	8,139.30	6,348.62	3,678.48
Gross Profit Margin	%	43.01%	38.57%	18.76%	29.78%	26.35%	26.78%	32.44%	31.44%	28.41%
Operating EBITDA	Rs. Mn	1,330.53	666.92	223.85	3,444.39	1,935.77	1,186.62	3,831.80	3,274.52	1,341.09
Operating EBITDA Margin	%	31.89%	24.55%	9.04%	18.60%	15.56%	13.68%	15.27%	16.22%	10.36%
PAT	Rs. Mn	957.12	466.45	150.99	2,017.65	1,186.47	635.21	2,721.70	2,164.35	470.05
PAT Margin	%	22.94%	17.17%	6.10%	10.90%	9.54%	7.32%	10.85%	10.72%	3.63%
Total Equity	Rs. Mn	1,789.12	756.10	289.88	9,291.86	3,499.04	2,284.72	15,429.90	12,723.47	5,629.35
Net Debt	Rs. Mn	232.69	-90.73	11.76	-532.80	749.60	179.42	1,643.00	-1,264.90	2,248.21
ROE	%	75.21%	89.19%	70.39%	31.55%	41.03%	32.30%	19.33%	23.59%	9.75%
ROCE	%	79.31%	122.05%	100.17%	48.57%	57.33%	58.17%	27.95%	33.74%	21.32%
Net Debt to Total Equity	Times	0.13	-0.12	0.04	-0.06	0.21	0.08	0.11	-0.10	0.40
Net Debt to Operating EBITDA	Times	0.17	-0.14	0.05	-0.15	0.39	0.15	0.43	-0.39	1.68
Net Working Capital (days)	Days	136	59	24	64	65	68	137	70	175
Fixed Asset Turnover Ratio	Times	16.11	15.13	27.51	NA	13.16	11.25	NA	6.31	5.07
Basic EPS	Rs. Per share	14.11	6.88	2.23	27.17	16.57	8.87	9.07	7.21	1.64
Diluted EPS	Rs. Per share	14.05	6.88	2.23	27.17	16.57	8.87	9.07	7.21	1.64

Rs. Mn		Indotech Transformers Ltd.			Voltamp Transformers Ltd.			Danish Power Ltd.		
	Unit	FY26 (A)	FY25 (A)	FY24 (A)	FY26 (A)	FY25 (A)	FY24 (A)	FY26 (A)	FY25 (A)	FY24 (A)
Operating parameters										
Installed Capacity	MVA p.a.	NA	9,500.00	NA	14,000.00	14,000.00	14,000.00	11,000.00	4,681.00	4,681.00
MVA Produced / Sold	MVA	NA	NA	NA	NA	15,460.00	13,070.00	5,468.00	4,498.00	3,807.00
Transformer Sold	No.	NA	NA	NA	NA	NA	NA	NA	NA	NA

Rs. Mn		Indotech Transformers Ltd.			Voltamp Transformers Ltd.			Danish Power Ltd.		
	Unit	FY26 (A)	FY25 (A)	FY24 (A)	FY26 (A)	FY25 (A)	FY24 (A)	FY26 (A)	FY25 (A)	FY24 (A)
MVA per Transformer Sold	MVA	NA	NA	NA	NA	NA	NA	NA	NA	NA
MVA per Transformer Sold (Oil-filled)	MVA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Order Book	Rs. Mn	NA	8,300.00	NA	12,000.00	11,290.00	8,407.00	5,000.00	4,500.00	2,499.61
Realisation per Transformer	Rs. Mn	NA	NA	NA	NA	NA	NA	NA	NA	NA
Financial parameters										
Revenue from operations	Rs. Mn	7,820.80	6,117.77	5,032.11	21,536.88	19,342.30	16,162.23	5,214.47	4,267.10	3,324.77
Revenue Growth	%	27.84%	21.57%	35.67%	11.35%	19.68%	16.69%	22.20%	28.34%	76.19%
Gross Profit	Rs. Mn	2,274.10	1,721.45	1,495.49	5,648.00	5,412.46	4,858.79	1,432.78	1,251.37	859.97
Gross Profit Margin	%	29.08%	28.14%	29.72%	26.22%	27.98%	30.06%	27.48%	29.33%	25.87%
Operating EBITDA	Rs. Mn	1,203.00	761.24	591.94	3,553.16	3,662.21	3,223.44	924.37	829.61	551.34
Operating EBITDA Margin	%	15.38%	12.44%	11.76%	16.50%	18.93%	19.94%	17.73%	19.44%	16.58%
PAT	Rs. Mn	927.70	638.82	468.80	3,053.84	3,254.13	3,073.61	689.82	546.34	377.20
PAT Margin	%	11.86%	10.44%	9.32%	14.18%	16.82%	19.02%	13.23%	12.80%	11.35%
Total Equity	Rs. Mn	3,737.10	2,807.53	2,171.59	17,918.04	15,876.20	13,536.13	4,614.13	3,649.43	1,106.09
Net Debt	Rs. Mn	-1,085.10	-849.29	-525.45	-1,015.31	-1,625.10	-607.37	-896.63	-1,209.62	-74.14
ROE	%	28.35%	25.66%	24.16%	18.07%	22.13%	24.98%	16.70%	22.98%	48.59%
ROCE	%	38.05%	34.77%	31.04%	24.10%	29.77%	32.51%	22.27%	34.66%	62.43%
Net Debt to Total Equity	Times	-0.29	-0.30	-0.24	-0.06	-0.10	-0.04	-0.19	-0.33	-0.07
Net Debt to Operating EBITDA	Times	-0.90	-1.12	-0.89	-0.29	-0.44	-0.19	-0.97	-1.46	-0.13
Net Working Capital (days)	Days	75	73	78	87	74	76	108	99	44
Fixed Asset Turnover Ratio	Times	NA	6.96	6.23	NA	12.52	13.45	NA	8.28	7.22
Basic EPS	Rs. Per share	87.36	60.15	44.12	301.85	321.65	303.80	35.03	32.78	26.04
Diluted EPS	Rs. Per share	87.36	60.15	44.12	301.85	321.65	303.80	35.03	32.78	26.04

Rs. Mn		Shilchar Technologies Ltd			Marsons Ltd			Kanohar Electricals Ltd		
	Unit	FY26 (A)	FY25 (A)	FY24 (A)	FY26 (A)	FY25 (A)	FY24 (A)	FY26 (A)	FY25 (A)	FY24 (A)
Operating parameters										
Installed Capacity	MVA p.a.	7,500.00	7,500.00	4,000.00	NA	4,500.00	NA	NA	19,200.00	15,000.00
MVA Produced / Sold	MVA	5,925.00	5,775.00	4,000.00	NA	1,350.00	NA	NA	5,715.00	2,470.00
Transformer Sold	No.	NA	NA	NA	NA	NA	NA	NA	NA	NA
MVA per Transformer Sold	MVA	NA	NA	NA	NA	NA	NA	NA	NA	NA
MVA per Transformer Sold (Oil-filled)	MVA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Order Book	Rs. Mn	4,520.00	4,000.00	4,500.00	NA	NA	NA	NA	8614.72	5958.48
Realisation per Transformer	Rs. Mn	NA	NA	NA	NA	NA	NA	NA	NA	NA
Financial parameters										
Revenue from operations	Rs. Mn	6,519.40	6,231.48	3,968.78	2,454.25	1,683.62	64.58	NA	4,506.12	2,766.90
Revenue Growth	%	4.62%	57.01%	41.62%	45.77%	2507.07%	41.56%	NA	62.86%	-8.91%
Gross Profit	Rs. Mn	2,474.23	2,337.41	1,459.91	545.44	397.29	34.92	NA	1,464.85	796.79
Gross Profit Margin	%	37.95%	37.51%	36.78%	22.22%	23.60%	54.07%	NA	32.51%	28.80%
Operating EBITDA	Rs. Mn	1,904.19	1,847.46	1,132.99	423.37	252.24	11.70	NA	933.92	310.72

Rs. Mn		Shilchar Technologies Ltd			Marsons Ltd			Kanohar Electricals Ltd		
	Unit	FY26 (A)	FY25 (A)	FY24 (A)	FY26 (A)	FY25 (A)	FY24 (A)	FY26 (A)	FY25 (A)	FY24 (A)
Operating EBITDA Margin	%	29.21%	29.65%	28.55%	17.25%	14.98%	18.12%	NA	20.73%	11.23%
PAT	Rs. Mn	1,581.61	1,468.52	918.88	463.25	280.21	6.29	NA	651.18	177.55
PAT Margin	%	24.26%	23.57%	23.15%	18.88%	16.64%	9.73%	NA	14.45%	6.42%
Total Equity	Rs. Mn	4,908.46	3,468.28	2,095.88	2,176.13	1,225.06	142.21	NA	2,431.32	1,781.20
Net Debt	Rs. Mn	-2,459.49	-906.14	-805.90	-103.67	12.79	87.52	NA	-534.11	124.00
ROE	%	37.76%	52.78%	55.52%	27.24%	40.99%	7.29%	NA	30.92%	10.49%
ROCE	%	50.72%	71.10%	74.64%	25.61%	41.34%	3.98%	NA	45.43%	19.05%
Net Debt to Total Equity	Times	-0.50	-0.26	-0.38	-0.05	0.01	0.62	NA	-0.22	0.07
Net Debt to Operating EBITDA	Times	-1.29	-0.49	-0.71	-0.24	0.05	7.48	NA	-0.57	0.40
Net Working Capital (days)	Days	91	112	77	163	157	584	NA	117	144
Fixed Asset Turnover Ratio	Times	NA	9.32	7.33	NA	2.98	0.12	NA	13.61	9.83
Basic EPS	Rs. Per share	138.25	128.37	120.48	2.69	1.63	0.05	NA	8.75	2.39
Diluted EPS	Rs. Per share	138.25	128.37	120.48	2.69	1.63	0.05	NA	8.75	2.39

NA: Not Available;

Notes:

1. *TMC's realisation per transformer has been computed using revenue from sale of transformers only, whereas for peer companies, total revenue from operations has been used due to the non-availability of transformer specific revenue disclosures.*
2. *Marsons Ltd. has been considered as Not meaningful (NM) for CAGR calculations since the company underwent a Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code, 2016 during fiscal 2019, following which it experienced a significant decline in operations and revenue. As a result, revenue in fiscal 2024 represented an exceptionally low base, and the resultant CAGR over fiscal 2024 to fiscal 2026 is not considered comparable with the peer set.*

Source: Company websites, Press releases, Annual reports, Crisil Intelligence

Formulae used:

Gross Profit: Gross Profit is calculated as Revenue from operations minus Cost of Goods sold.

Cost of Goods sold: Sum of Cost of materials consumed, Purchase of stock-in-trade and changes in inventory of work in progress and finished goods, "

Gross Profit Margin: Gross Profit divided by Revenue from operations

Operating EBITDA: Restated Profit / (Loss) before share of profit / loss of Joint Ventures & Associates, Exceptional items and Tax minus other Income plus Finance Costs and Depreciation & Amortisation expense

Operating EBITDA Margin: Operating EBITDA divided by revenue from operations

PAT: Restated profit for the year/period as per restated consolidated financial information without considering Other comprehensive income

PAT Margin: Restated profit for the year/period as per restated consolidated financial information without considering Other comprehensive income divided by revenue from operations

Net Debt to Total Equity: Net Debt divided by total equity

Net Debt: Sum of long-term borrowing, short-term borrowings minus cash and cash equivalents, bank balances other than cash and cash equivalents and current investments

Net Working Capital: Total current assets (excluding cash & cash equivalents, Bank balances other than cash & cash equivalents and current investments) minus Total current liabilities (excluding borrowings)

*Net Working Capital Days: Revenue from operations divided by net working capital * 365.*

Return on Average Equity (ROE): PAT divided by the Average Total Equity. Average Total Equity is calculated as the average of the opening and closing balances of the Total Equity.)

Return on Average Capital Employed (ROCE): EBIT as a % of average capital employed. EBIT is calculated by adding finance cost to restated Profit / (Loss) before Exceptional items and Tax (but after share of profit / loss of Joint Ventures & Associates).

Average Capital Employed is calculated by averaging the opening and closing balance of capital employed. Capital employed is calculated by adding Total Equity and Long-term borrowings"

6 Risk and challenges for Indian transformer industry

6.1 Threats

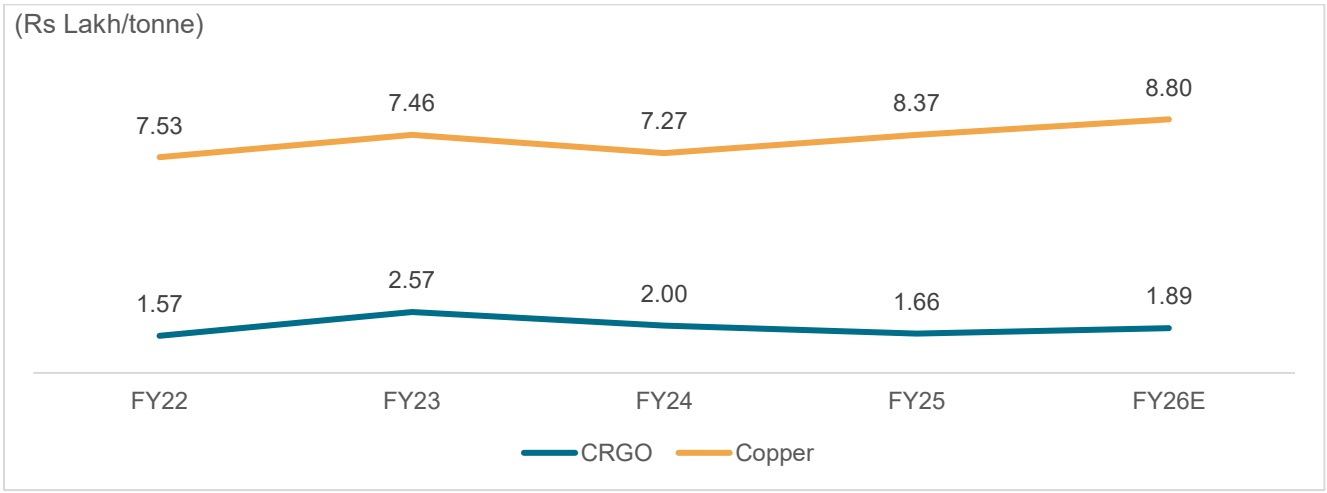
- **Regulatory changes:** The transformer market faces significant challenges due to uncertainties in regulations and policies, affecting investment choices, market dynamics, and technological progress. Conflicting policies, regulatory hurdles, and project approval delays lead to uncertainty and impede the progress of the industry. e.g. increasing push from governments and customers for greater localisation and local content may impact on the supply chain, tariffs and sanctions by foreign countries (e.g. USA) may impact on the raw material prices which the Company imports.

- **Competition:** The Indian transformer industry faces intense competition from global players, particularly from China, who offer competitive pricing and advanced technology. Competition from 'Unorganised Players' is another challenge, as many small manufacturers are entering the market, increasing competition and putting pressure on prices. e.g. Competition from large international players who may have more resources than the Company may lead to price erosion which can lead to margin dilution in certain contracts.

- **Raw material availability and price volatility:** The two most critical inputs are CRGO steel and copper which together form about half of manufacturing cost. CRGO is structurally the highest-risk input because India currently has a very limited domestic production, leaving manufacturers dependent on imports. The CRGO prices rose sharply over FY2020–FY2024, broadly doubling from ~Rs. 1.2 – 1.4 lakh/MT to ~Rs. 2–2.2 lakh/MT and is currently in the range of Rs. 1.9 – 2.1 lakh/MT. The prices have moderated from the highs in FY23 & FY24.

Copper, in contrast, is highly volatile but is directly indexed to the LME copper cash price; nevertheless, many mid-sized and smaller manufacturers lack formal hedging programs and remain exposed to spot movements. The exposure is especially acute in EHV transformers, where copper content is ~3–7 tonnes per unit and a 10% copper price move can translate into an estimated Rs. 15–35 lakh margin swing per transformer. Further, insulating oil is undergoing a structural shift from domestically supplied mineral oil (Rs. 80–130/litre) to natural/synthetic ester fluids driven by ESG and fire-safety needs, with ester fluids cost premiums (typically 3–4× mineral oil) and being 90% imported.

Figure 59: Historical price trend of Copper and CRGO steel



Source: Department of Commerce, Crisil Intelligence

- **Currency Fluctuations:** Due to various global geopolitical as well as economics activities, currency rate fluctuates. Exchange rate fluctuations can affect the industry's exports and imports, making it challenging to maintain profitability.

6.2 Challenges

- **Quality and reliability:** Transformers are critical and complex products which are required to meet precise and specific requirements in terms of quality, measurements and tolerances. Failure to achieve or maintain compliance requirements or quality standards may disrupt the Company's ability to supply products of desired quality and standards.

- **Compliance with standards:** Ensuring compliance with national and international standards, such as IS, BIS, IEC, and IEEE, can be a challenge for transformer manufacturers. Adherence to predetermined performance requirements, insulation levels, and technical specifications for safe and effective functioning of transformers can be challenging with pricing pressure. e.g. Under the CEA (Measures Relating to Safety and Electric Supply) Regulations, 2023, it is mandatory for every transformer of 10 MVA or higher, and for every reactor of 10 MVAr or higher, to be provided with an automatic fire fighting system. CEA also proposed Nitrogen Injection Fire Prevention and Extinguishing System (NIFPES) for the transformer/ reactor is one of the automatic fire fighting systems which is installed by the respective users for enhanced safety of these equipment. Indian Standard for NIFPES is under formulation by the BIS and as of now, no Indian or International Standards on NIFPES exist.

- **Technology upgradation:** The growing use of variable renewable energy sources will require the installation of advanced transformers that can effectively handle the intermittent output of renewable energy sources. With the country progressing towards its renewable energy objectives, there is anticipated growth in the demand for transformers incorporating smart grid technologies, phase-shifting abilities, and voltage regulation features. This surge is poised to alter market dynamics significantly.

  E.g. smart transformers and digital substation integration, eco-friendly transformer designs, developments in solid-state transformers would play a key role in the formulation of the future power systems' efficiency, reliability, and sustainability.

- **Price sensitivity:** Presence of multiple small players including unorganised players make Indian transformer market more aggressive and price sensitive rather than quality. Being highly price-sensitive, it is challenging for manufacturers to balance quality and cost. As per Indian Transformer Manufacturers Association (ITMA), it has about 250 members located in various states of India and represents the maximum production capacity of power/distribution transformers in the country. This indicates the degree of competition in the transformer industry.

- **Long lead times:** Increasing demand from RE sector, Railways and Metros, power transmission and distribution requirements, issues in raw material availability, dependence on imports, and manufacturing capacity constraints contributing to longer lead times for transformers. Longer lead times can affect the industry as well as the power ambitions of India. Additionally, the transformer supply chain remains exposed to bottlenecks in critical components as many of which are imported such as on-load tap changers (OLTCs), bushings, high-grade insulation systems, and special papers, any disruption in which can delay final assembly and dispatch.

- **Capacity ramp-up** is further constrained by shortages of skilled manpower and testing infrastructure, including limited availability of experienced transformer design engineers, winding specialists, and high-voltage testing facilities, which are essential for timely type and routine testing of large power transformers.

- **Working capital management:** The Transformer industry requires relatively higher working capital, primarily because of the extended production cycle of transformers compared to other industrial products. Additionally, there is a requirement to incur significant expenses for raw materials such as copper and CRGO at the initial stage of the production process. Hence, effective working capital management is essential. Transformer business requires a significant amount of working capital for day-to-day operations, raw materials and production. The period between raw material purchase and revenue realisation from sales is significantly higher.

- **Contractual pricing safeguards:** India's transformer pricing risk is structurally shaped by L1 (lowest-bidder) utility procurement, where manufacturers typically quote an ex-works price at tender stage while delivery and material procurement occur 6–18 months later, exposing contracts to large swings in CRGO, copper and foreign exchange over the execution cycle. However, players with strong supplier relationships and procurement scale can often lock in key raw-material prices at the time of order booking, partially mitigating this input-cost risk. But utilities often resisted commensurate increases making contractual safeguards commercially critical. The primary mechanism is the Price Variation Clause (PVC), which adjusts contract value based on defined indices such as LME copper (monthly average), CRGO benchmarks, INR/USD exchange rates. Many state DISCOMs also cap total PVC pass-through at ~15–25% of the base contract price, which can erase margins when cumulative CRGO+copper inflation is far higher. Beyond PVC, stronger safeguards include Advance Material Procurement/mobilisation advances (typically ~10–20% of contract value) enabling early lock-in of CRGO/copper, annual rate contracts (ARCs) for standardised ratings with periodic (e.g., six-monthly) adjustments, treasury-led hedging (LME copper forwards; forex forwards for USD/EUR exposure), strategic buffer stocks for import-locked OLTCs/bushings, and building an export revenue mix denominated in USD/EUR as a natural hedge against INR depreciation on imported inputs.

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read "Forward Looking Statements" on page 20 for a discussion of the risks and uncertainties related to those statements and "Risk Factors", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 22, 311and 365, respectively, for a discussion of certain factors that may affect our business, financial condition, results of operations or cash flows. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company's financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Financial Information including in this Draft Red Herring Prospectus. For further details, see "Restated Consolidated Financial Information" on page 311. Also see, "Definitions and Abbreviations" on page 1 for certain terms used in this section. Unless the context otherwise requires, in this section, references to "the Company" or "our Company" refers to TMC Transformers (India) Limited on a standalone basis and references to "we", "us" or "our" are to TMC Transformers (India) Limited and its Material Subsidiary on a consolidated basis.

We have included certain non-GAAP financial measures and other performance indicators relating to our financial performance and business in this section. Such measures and indicators are not standardised terms and hence a direct comparison of these measures and indicators between companies may not be possible. See "Certain Conventions, Presentation of Financial, Industry and Market Data" on page 16.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Strategic outlook on India's transformer market" dated June 2026 (the "**CRISIL Report**"), which was prepared & issued by Crisil Intelligence. We commissioned Crisil Intelligence to prepare the CRISIL Report exclusively for the purpose of the Issue for the purposes of understanding the industry in which we operate for an agreed fee pursuant to the engagement letter dated April 28, 2026. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. The CRISIL Report forms part of the material contracts for inspection and will be accessible on our Company's website at www.tmc-india.com. Crisil Intelligence is an independent agency and is not a related party of our Company, our Subsidiary, Directors, Promoters, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular fiscal or calendar year, refers to such information for the relevant fiscal or calendar year. For further details on the CRISIL Report, see "Risk Factors — Certain sections in this Draft Red Herring Prospectus contain information from the CRISIL Report, which has been commissioned and paid for by us for the purpose of the Issue. Reliance on information from the CRISIL Report for making an investment decision in the Issue is subject to inherent risks." and "Industry Overview" on pages 68 and 157, respectively*

Overview

We are an established transformer manufacturer in India with capabilities across multiple transformer types and voltage classes. We operate an integrated, design-led manufacturing model and offer a comprehensive portfolio comprising oil-filled transformers up to 160 Mega Volt-Amp ("**MVA**") / 220 kilovolts ("**kV**") class, dry-type transformers up to 20 MVA / 36 kV class, and compact sub-stations up to 3 MVA / 36 kV class designed and manufactured to meet customer-specific technical requirements. We are one of the few transformer manufacturers in India with the requisite capabilities and certifications to cater to all major high-growth end-user sectors, including railways, renewables, metro, industrials, discoms and others *(Source: CRISIL Report)*. We are the only transformer manufacturer in India certified by RDSO for all classes of transformers required for 2×25 kV traction substations in India *(Source: CRISIL Report)*. We are also one of the only two Indian manufacturers certified by RDSO to manufacture 100 MVA / 220 kV Scott-connected traction transformers for deployment in high-voltage rail network electrification by the Indian Railways, and the first and only manufacturer approved for 100 MVA / 230 kV Scott-connected traction transformers for these applications *(Source: CRISIL Report)*.

We are one of the fastest growing transformer manufacturing companies from Fiscal 2024 to Fiscal 2026, in terms of revenue from operations, growing at a CAGR of 29.83% during the period *(Source: CRISIL Report)*. We had the highest gross profit margin in Fiscal 2026 of 43.01% and in Fiscal 2025 of 38.57% amongst all peers, underscoring our strong market positioning, execution capabilities, backward integration and cost efficiency *(Source: CRISIL Report)*.

Our diversified and technically differentiated product portfolio spans both oil-filled and dry-type insulation technologies and caters to a wide spectrum of voltage levels and applications, including high voltage power transformers, Scott-connected traction transformers, cast resin transformers, auto transformers, furnace transformers, solar power

multi-winding inverter-duty transformers and distribution transformers. For further details, see "- *Our Product Portfolio*" on page 265. Set forth below is a representative overview of certain of our key product offerings:

S. No.	Insulation Type	Key Products by Application	Maximum Rating	Select Product Image	End-use Sectors
1.	Oil-filled transformer	➢ Power transformers ➢ Distribution transformers ➢ Scott-connected traction transformers ➢ Auto transformers ➢ Furnace transformers ➢ Solar power multi winding inverter duty transformers ➢ Other high voltage transformers	Up to 160 MVA / 220 kV class		Railways, industrial, renewable energy and BESS, private DISCOM
2.	Dry-type transformer	➢ Cast resin dry type transformers	Up to 20 MVA / 36 kV class		Private DISCOM, industrial, metro rail, renewable energy
3.	Compact sub-station	➢ Oil based compact sub-stations ➢ Dry compact sub-stations	Up to 3 MVA / 36 kV class		Private DISCOM, industrial

The following table sets forth our revenue from operations by product category for the periods indicated:

(₹ in million, unless stated otherwise)

Product categories	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Oil-filled transformers	3,168.99	75.95	1,815.08	66.81	1,596.55	64.50
Dry-type transformers	821.53	19.69	712.01	26.21	760.03	30.71
Compact sub-stations	113.02	2.71	127.14	4.68	53.98	2.18
Others*	68.81	1.65	62.62	2.30	64.69	2.61
Total	**4,172.35**	**100.00**	**2,716.85**	**100.00**	**2,475.25**	**100.00**

* *Comprises sale of transformers parts, sale of service and other operating revenue*

The following table sets out our revenue from operations by end-use sector for the period indicated:

(₹ in million, unless stated otherwise)

End-use Sector	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Railways	1,760.49	42.19	771.98	28.41	758.84	30.66
Industrial*	1,414.03	33.89	977.46	35.98	1,328.33	53.66
Renewable energy and BESS	501.38	12.02	558.70	20.56	115.57	4.67
Private DISCOM	330.82	7.93	303.88	11.19	156.95	6.34
Metro rail	96.82	2.32	20.56	0.76	50.87	2.05

End-use Sector	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Others**	68.81	1.65	84.27	3.10	64.69	2.61
Total	**4,172.35**	**100.00**	**2,716.85**	**100.00**	**2,475.25**	**100.00**

* *Comprises steel, oil & gas and data centers*

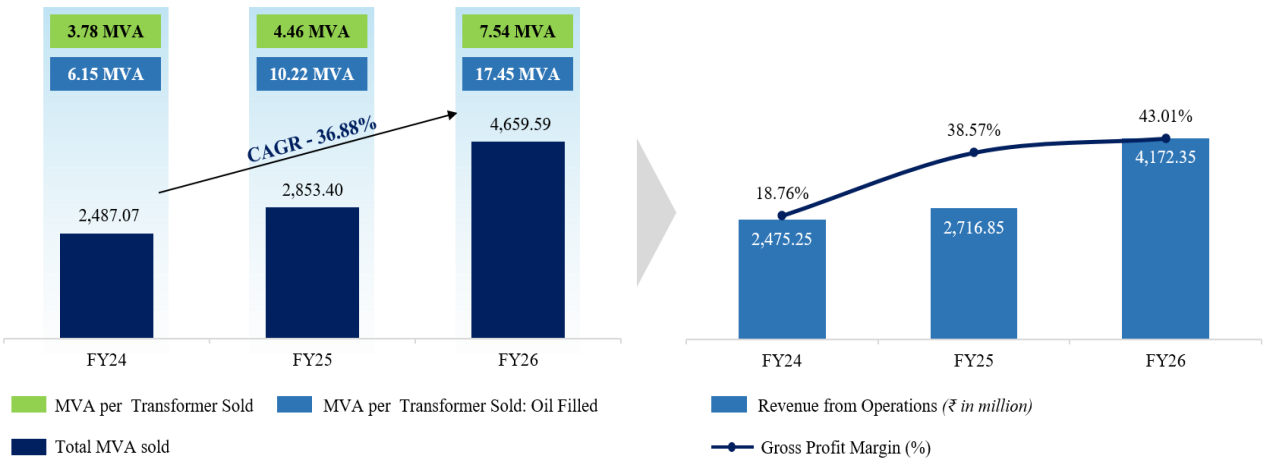
** *Comprises real estate, infrastructure, sale of spare parts, sale of services and other operating revenue*

We serve a diversified customer base across India as well as globally, supplying transformers to various end-use sectors. In international markets, we have exported our products to key markets such as the United States of America, Nigeria, Saudi Arabia, Mexico, and Australia amongst others during the last three Fiscals. The following table sets forth our revenue from operations from the domestic and international markets for the periods indicated, expressed as a percentage of our total revenue from operations:

(₹ in million, unless stated otherwise)

Market	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Domestic	3,484.24	83.51	2,551.54	93.92	2,135.19	86.26
International	688.11	16.49	165.31	6.08	340.06	13.74
Total	**4,172.35**	**100.00**	**2,716.85**	**100.00**	**2,475.25**	**100.00**

The current demand growth in transmission infrastructure, renewable evacuation systems, data centres, industrial expansion, and railway electrification has significantly outpaced near-term manufacturing scalability *(Source: CRISIL Report)*. In response to these industry dynamics, and to address the emerging demand-supply gap, particularly in higher-voltage and specialised transformer segments, we have strategically repositioned our product portfolio towards higher-capacity transformers, thereby enhancing operating efficiency and strengthening our positioning in technically demanding and qualification-intensive sectors such as railways and metro rail. The transition towards higher-capacity transformers is structurally margin-accretive, as consumption of raw material does not increase proportionately with MVA output, enabling higher output per unit of raw material consumed *(Source: CRISIL Report)*. This strategic shift is evidenced by the increase in our MVA per Transformer Sold, growth in Total MVA Sold, and the corresponding increase in our Revenue from Operations and Gross Profit Margins over the periods indicated below:



Building on our track record of progressively scaling our manufacturing capabilities across transformer classes, including execution of lower and mid-range MVA/kV transformers across traction, industrial and utility applications and subsequent advancement into higher-rated transformers such as 100 MVA / 220 kV class units, we have continued to expand into higher-capacity segments. In Fiscal 2026, we secured an order for two 160 MVA / 220 kV class oil-filled transformers for the renewable energy and BESS sector, representing the highest capacity class undertaken by us to date. Recently, we have successfully conducted the short circuit test for the said transformers at National High Power Test Laboratory Private Limited (NHPTL) to verify the transformers' ability to withstand thermal and mechanical stresses during fault conditions. Following the completion of the short-circuit test, both the transformers have been dispatched for the customer's location. In parallel, our focus on design and engineering optimization has enabled improvements in product efficiency, further strengthening our technical differentiation and competitive position. Our approved design for 100 MVA / 220 kV Scott-connected transformers for the railways is certified at a no-load loss of 32.6 kW against the industry benchmark of 35 kW, highlighting our robust design capabilities and positioning within the segments *(Source: CRISIL Report)*.

As of March 31, 2026, we had an unexecuted order book of ₹6,734.18 million, representing an aggregate unexecuted capacity of 9,172.71 MVA. This order book provides visibility on revenues, supports capacity utilisation and reflects our ability to secure orders across diversified end-use sectors. Our order book also reflects a shift toward higher-capacity and higher-value transformers, consistent with improvement in product mix.

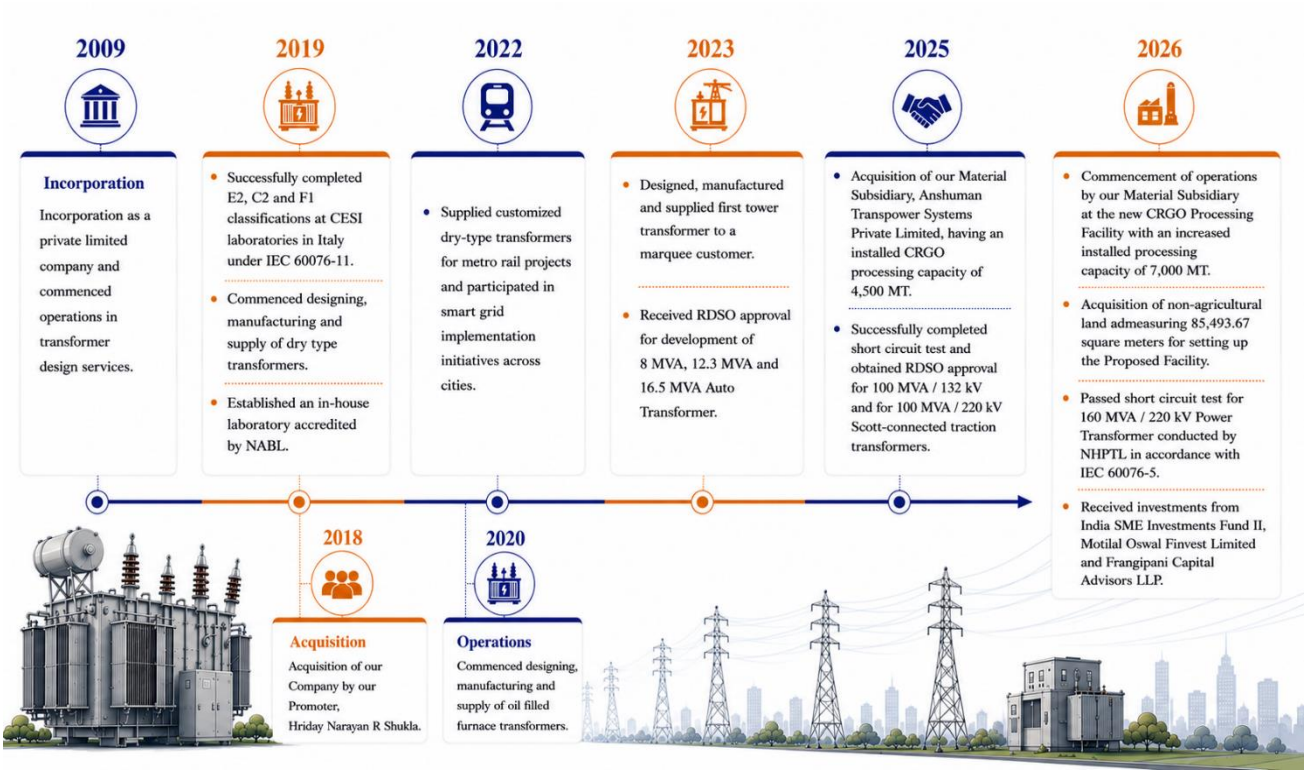
Our integrated design, manufacturing, and testing capabilities enable us to deliver transformers tailored to customer requirements. Our in-house design team of 12 employees, supported by 2D/3D modeling software including CAD and Solid Edge, works in tandem with our manufacturing operations at our Transformer Manufacturing Facility in Vadodara, Gujarat, spread across 18,684.63 sq. mts. with an installed capacity of 8,500 MVA as of March 31, 2026. Our manufacturing operations are further supported by backward integration into cold-rolled grain-oriented ("**CRGO**") electrical steel processing capabilities through our wholly-owned subsidiary, Anshuman Transpower System Private Limited ("**Anshuman**"). CRGO electrical steel is a specification-sensitive input that has a significant impact on transformer performance characteristics, including energy-loss parameters, and also represents a meaningful component of manufacturing cost *(Source: CRISIL Report).* For each of Fiscals 2026, 2025 and 2024, Anshuman had an installed capacity of 4,500 MT which catered to 100% of our CRGO requirements supporting procurement visibility, supply continuity and operational efficiency. Anshuman's existing CRGO processing operations were recently relocated to the CRGO Processing Facility with an enlarged manufacturing area, increasing its total annual processing capacity to 7,000 MT. This relocation has enabled optimization of space utilization at our Transformer Manufacturing Facility, thereby enhancing the installed manufacturing capacity to 13,500 MVA. In addition, we have initiated steps towards backward integration into select components, including radiators, to further strengthen supply chain reliability and operational control.

We operate a NABL-accredited in-house testing laboratory, compliant with IS/IEC standards, equipped to undertake Partial Discharge testing for both oil-filled and dry-type transformers in accordance with applicable industry standards. We hold key certifications and approvals including ISO certifications and RDSO approvals, which support our participation in technical and qualification-driven infrastructure sectors. We are one of the few manufacturers in India who has E2 (Environmental), F1 (Fire) and C2 (Climatic) classifications issued by CESI, Italy *(Source: CRISIL Report)*. This demonstrates compliance with stringent international quality and safety standards, reflecting robust design, and reliable operation in harsh environments *(Source: CRISIL Report).* We are also approved vendors for multiple metro rail authorities, having executed supplies for metro rail projects across several cities in India, namely Mumbai, Delhi, Pune, Kanpur, Agra, Nagpur and Patna.

We supply our products to a diversified customer base across multiple end-use sectors, predominantly through an enquiry-based and relationship-driven order acquisition process. Our business involves direct engagement with EPC contractors, developers and end-users through techno-commercial discussions, vendor evaluations and submission of quotations based on customer-specific technical requirements. A portion of our business is also secured through tender-driven processes involving technical and commercial qualification, including direct supplies to private DISCOMs and Indian Railways. Our ability to offer application-specific solutions, combined with our execution track record and technical capabilities, enables us to participate across both project-driven and relationship-driven procurement processes. This approach supports repeat business as well as new project opportunities across sectors and geographies and has enabled us to develop and maintain long-standing relationships with several customers, supporting continuity in order inflows and customer engagement.

Our Company was incorporated in 2009 and subsequently became a subsidiary of TMC Italia S.p.A., an Italian transformer manufacturer, in the same year. In the initial years, we operated as a transformer design and consultancy services provider to TMC Italia S.p.A, which provided us a foundation in transformer engineering, product design and technical services. In 2018, following the bankruptcy of TMC Italia S.p.A., Venkatasesha Sita Rama Venugopal Kalavagunta, our Executive Director and the then head of design engineering and a minority shareholder in our Company, acquired the remaining stake held by TMC Italia S.p.A. in our Company. Immediately thereafter, our Promoter, Chairman and Managing Director, Hriday Narayan R Shukla, acquired the majority stake from Venkatesha Sita Rama Venugopal Kalavangunta thereby assuming control in our Company. Following this change in ownership, we transitioned into a full-scale transformer manufacturing company and have since expanded our manufacturing capabilities and product portfolio across multiple end-use sectors.

A graphical representation of our evolution and journey is set forth below:



Our operations are led by our Promoter, Chairman and Managing Director, Hriday Narayan R Shukla, who has over 24 years of experience in electrical insulation and transformer manufacturing industry, and supported by our senior management team, including our Executive Director, Venkatasesha Sita Rama Venugopal Kalavagunta, who brings experience of over 30 years in transformer designing and manufacturing. We believe that the experience of our management team supports our operational execution, product development and long-term growth strategy.

The following table sets forth certain key performance indicators for the Fiscals indicated:

Particulars	Units	Fiscal 2026	Fiscal 2025	Fiscal 2024
Operational KPIs				
Installed Capacity [1]	MVA p.a	8,500.00	8,500.00	8,500.00
MVA Produced / Sold [2]	MVA	4,659.59	2,853.40	2,487.07
Transformers Sold [3]	No.	618	640	658
MVA per Transformer Sold [4a]	MVA	7.54	4.46	3.78
MVA per Transformer Sold: Oil-filled Transformers [4b]	MVA	17.45	10.22	6.15
Order Book [5]	₹ Mn	6,734.18	3,271.02	1,375.10
Realisation per Transformer [6]	₹ Mn	6.64	4.15	3.66
Financial KPIs				
Revenue from Operations [7]	₹ Mn	4,172.35	2,716.85	2,475.25
Revenue from Operations Growth [8]	%	53.57	9.76	NA
Gross Profit [9]	₹ Mn	1,794.66	1,047.91	464.29
Gross Profit Margin [10]	%	43.01	38.57	18.76
Operating EBITDA [11]	₹ Mn	1,330.53	666.92	223.85
Operating EBITDA Margin [12]	%	31.89	24.55	9.04
PAT [13]	₹ Mn	957.12	466.45	150.99
PAT Margin [14]	%	22.94	17.17	6.10
Total Equity (including NCI) [15]	₹ Mn	1,789.12	756.10	289.88
Net Debt [16]	₹ Mn	232.69	(90.73)	11.76
Net Debt to Total Equity [17]	Times	0.13	(0.12)	0.04
Net Debt to Operating EBITDA [18]	Times	0.17	(0.14)	0.05
Net Working Capital Days [19]	Days	136	59	24
Fixed Asset Turnover Ratio [20]	Times	16.11	15.13	27.51
Return on Average Equity (ROE) [21]	%	75.21	89.19	70.39
Return on Average Capital Employed (ROCE) [22]	%	79.31	122.05	100.17

Particulars	Units	Fiscal 2026	Fiscal 2025	Fiscal 2024
Basic EPS [23]	₹ per share	14.11	6.88	2.23
Diluted EPS [24]	₹ per share	14.05	6.88	2.23

* *As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.*

(1) Represents the total transformer manufacturing capacity installed by the Company as of the end of the reporting period

(2) Represents the total MVA of transformers produced/sold by the Company during the reporting period

(3) Indicates the total number of transformers sold by the Company during the year

(4) a. Indicates average MVA per transformers sold by the Company during the year. Calculated as total MVA produced / sold divided by number of transformers sold

(5) b. Indicates average MVA per oil-filed transformers sold by the Company during the year. Calculated as total MVA produced / sold divided by number of oil-filled transformers sold

(6) Represents the total value of customer orders on hand as of the end of the reporting period

(7) Computed as Revenue from sale of transformers divided by the number of transformers sold

(8) Computed as the sum of sale of products, sale of services and other operating revenue

*(9) Computed by dividing increase in Revenue from Operations in the current period with Revenue from Operations for the previous period *100*

(10) Computed as Revenue from operations minus Cost of Goods sold.
Cost of Goods sold is computed as sum of Cost of materials consumed, Purchase of stock-in-trade and changes in inventory of work in progress and finished goods,

*(11) Computed by dividing Gross Profit with Revenue from operations * 100*

(12) Calculated as restated Profit / (Loss) before share of profit / loss of joint ventures & associates, Exceptional items and Tax minus other Income plus Finance Costs and Depreciation & Amortization expense

*(13) Computed by dividing Operating EBITDA with revenue from operations * 100*

(14) Restated profit for the year/period as per restated consolidated financial information without considering Other comprehensive income

*(15) Restated profit for the year/period as per restated consolidated financial information without considering Other comprehensive income divided by revenue from operations * 100*

(16) Total Equity including Non Controlling Interests as per restated consolidated financial information

(17) Computed as sum of long term borrowing, short term borrowings minus cash and cash equivalents, bank balances other than cash and cash equivalents and current investments

(18) Computed as Net Debt divided by total equity

(19) Computed as Net Debt divided by operating EBITDA

*(20) Computed as revenue from operations divided by net working capital * 365. Net working capital is computed as Total current assets (excluding cash & cash equivalents, Bank balances other than cash & cash equivalents and current investments) minus Total current liabilities (excluding borrowings)*

(21) Computed as revenue from operations divided by average gross tangible fixed assets. Average gross fixed tangible assets us calculated by averaging the opening and closing balance of gross tangible fixed assets. Gross tangible fixed assets is calculated as total gross fixed assets minus gross value of ROU assets and intangible assets

*(22) Computed by dividing PAT by the Average Total Equity * 100. Average Total Equity is calculated as the average of the opening and closing balances of the Total Equity.*

(23) Computed as EBIT as a % of average capital employed. EBIT is calculated by adding finance cost to restated Profit / (Loss) before Exceptional items and Tax (but after share of profit / loss of joint ventures & associates).Average Capital Employed is calculated by averaging the opening and closing balance of capital employed. Capital employed is calculated by adding Total Equity and long term borrowings

(24) Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of equity shares outstanding

(25) Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of diluted equity shares outstanding

Our Strengths

Established transformer manufacturer with a demonstrated transition towards higher MVA / kV classes, supporting improved margins and customer profile

We are an established transformer manufacturing company in India with a demonstrated track record of transitioning into higher MVA products, with current capabilities up to 160 MVA / 220 kV class *(Source: CRISIL Report)*. Building on our capabilities across multiple transformer types and voltage classes, we have strategically repositioned our portfolio towards higher MVA and higher kV class transformers, enabling us to move up the value chain and participate in more complex, higher-value and specification-driven applications. This repositioning includes increasing participation in specialised transformer segments, including applications such as Scott-connected transformers for railways, requiring customized engineering, multi-winding configurations and operation under non-standard conditions. This transition has resulted in a structural shift in our product mix, supporting improvement in margins and enabling us to cater to customers and applications with higher technical and qualification requirements, including railways, metro rail and specialised industrial applications, where adherence to stringent specifications and reliability standards is critical.

Leveraging our engineering and in-house designing expertise, technological capabilities and consistent focus on quality, we have successfully established our presence in segments with high entry barriers, including Indian Railways and metro rail infrastructure projects, where adherence to stringent technical standards and reliability requirements is critical. Our customer base comprises EPC contractors, utilities and large private sector customers across power infrastructure and industrial segments, involving high-value and technically complex projects, and includes high-value and technically demanding customers. We cater to a diversified set of end-use sectors, including railways, metro rail, renewable energy and BESS, utilities and industrial applications, enabling us to participate across multiple high-specification segments. This demonstrates our ability to execute complex, specification-driven projects and meet stringent technical and performance requirements.

Our transformer manufacturing operations are conducted at our Transformer Manufacturing Facility located at Vadodara, Gujarat, which had an installed capacity of 8,500 MVA as of March 31, 2026. Subsequently, on account of our Company obtaining possession of an additional shed area alongwith utility space previously used by Anshuman, the installed capacity of our Transformer Manufacturing Facility has increased to 13,500 MVA as of May 15, 2026. This facility is equipped with specialised manufacturing equipment, material handling systems and testing infrastructure required for the manufacture of higher-capacity and application-specific transformers and enables us to manufacture transformers across varying capacities and voltage classes while maintaining consistent quality and execution timelines.

Our transition towards higher MVA and higher kV class transformers is evidenced by a measurable shift in our operating metrics, which are set forth below:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total transformers sold	618	640	658
Total MVA sold	4,659.59	2,853.40	2,487.07
Average MVA per transformer (all types)	7.54	4.46	3.78
Average MVA per transformer (oil-filled)	17.45	10.22	6.15
Gross profit margin (%)	43.01%	38.57%	18.76%
EBITDA margin (%)	31.89%	24.55%	9.04%

This transition is also evidenced by a change in our revenue distribution across MVA ranges, demonstrating increased participation in higher-rated transformers over the relevant periods, as set forth below:

(₹ in million, unless stated otherwise)

MVA Range	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
51 - 160 MVA	1,269.50	30.43	257.50	9.48	Nil	Nil
21 - 50 MVA	494.77	11.86	78.86	2.90	50.50	2.04
11 - 20 MVA	616.82	14.78	948.20	34.90	496.99	20.08
6 - 10 MVA	511.83	12.27	217.15	7.99	704.83	28.48
1 - 5 MVA	822.44	19.71	838.11	30.85	920.88	37.53
Up to 1 MVA	388.18	9.30	314.41	11.57	229.36	9.27
Others*	68.81	1.65	62.62	2.30	64.69	2.61
Total	**4,172.35**	**100.00**	**2716.85**	**100.00**	**2,475.25**	**100.00**

* *Comprises sale of spare parts, sale of service and other operating revenue*

The increase in average MVA per transformer, along with higher total MVA sales, reflects both (i) an increase in the scale of operations and (ii) a sustained shift towards higher-capacity and more complex transformers. Such a shift supports margin improvement, as higher MVA transformer classes typically involve greater engineering complexity. In addition, as we move towards higher MVA and more complex transformer classes, the consumption of key raw materials such as CRGO electrical steel and copper does not increase proportionately with MVA output.

The two largest raw material inputs in a transformer are CRGO electrical steel, which forms the magnetic core, and copper, which forms the windings. Together they typically account for ~50–60% of total material cost, largely equally split, varying by transformer type and rating. Both materials follow the same trend; consumption per MVA declines as transformer rating increases. Rated capacity scales up faster than the physical size of the active parts. As a result, less material is required per unit of capacity as the ratings increase. Therefore higher-rated transformers deliver proportionately greater capacity without a commensurate rise in active-material consumption, lowering material usage intensity (kg/MVA) and unit cost. Manufacturers focused towards medium to high-capacity transformers therefore carry a raw material efficiency advantage.

Larger transformer cores benefit from improved fabrication efficiencies, including the use of wider laminations, optimised stacking arrangements and fewer joints, which reduce material consumption on a per-MVA basis *(Source: CRISIL Report)*. Higher-capacity transformers enable more efficient absorption of fixed costs, improved material utilisation and higher value-add per unit of capacity, supporting margin expansion. Our Company had the highest gross profit margin in FY2026

of 43.01% and in FY2025 of 38.57% amongst all peers, underscoring our strong market positioning, execution capabilities, backward integration and cost efficiency *(Source: CRISIL Report)*.

Consistent with this shift towards higher-capacity and more complex transformers, we are increasingly catering to applications requiring specialised transformers, including Scott-connected transformers and other application-specific transformers such as furnace transformers, which involve customised engineering, stringent qualification processes and higher reliability requirements, and necessitate specialised manufacturing equipment, testing capabilities and compliance with defined technical standards and certifications. Such specialised transformers are broadly defined as units requiring custom engineering, extreme voltage/current handling, unusual duty cycles, multi-winding configurations or operation under non-standard grid/load conditions. Specialised transformers typically command gross margins of 22–40%, EBITDA margins of 14–25%, and order backlogs of 12–24 months *(Source: CRISIL Report)*. The revenue per MVA from a specialised high-value transformer is typically 3–8 times that of a comparable-MVA standard oil-filled distribution transformer *(Source: CRISIL Report).* By contrast, standard distribution transformers trade at gross margins of 12–20% with EBITDA margins as low as 6–11%, in a hyper-competitive market *(Source: CRISIL Report)*.

Our ability to serve customer segments with stringent technical and qualification requirements, including railways and other specialised applications, further strengthens this positioning, as such segments are characterised by higher entry barriers, longer qualification cycles and lower competitive intensity. Our demonstrated transition towards higher MVA transformers and increasing participation in complex, specification-driven applications, supported by our execution track record, engineering capabilities, manufacturing and testing infrastructure and presence in high-growth end-use sectors, positions us to continue scaling into higher voltage classes.

Proven track record in supplying to the high-entry-barrier railway sector, supported by RDSO approvals across multiple transformer classes

We are focused on the high-entry-barrier railways sector, which is characterised by stringent technical specifications, mandatory qualification requirements and approval-driven procurement processes. We are well positioned to address the requirements of this sector, supported by our differentiated technical capabilities and certifications. We are the only transformer manufacturer in India certified by RDSO for all classes of transformers required for 2×25 kV traction substations in India *(Source: CRISIL Report)*. We are also one of the only two Indian manufacturers certified by RDSO to manufacture 100 MVA / 220 kV Scott-connected traction transformers for deployment in high-voltage rail network electrification by the Indian Railways, and the first and only manufacturer approved for 100 MVA / 230 kV Scott-connected traction transformers for these applications *(Source: CRISIL Report)*.

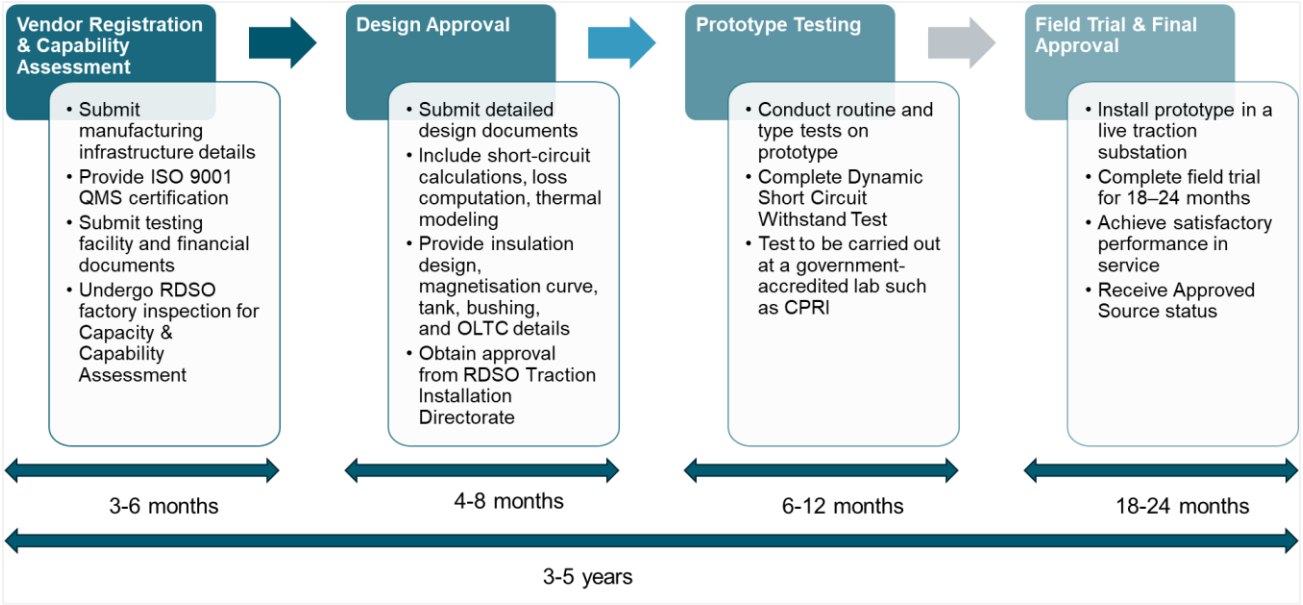
In addition, we have obtained approvals across multiple transformer classes from RDSO, including:

Auto transformers	Scott-connected traction power transformers
➢ 8 MVA, 55 / 27.5 kV	➢ Up to 100 MVA / 132 kV/2x55 kV
➢ 12.3 MVA, 55 / 27.5 kV	➢ Up to 100 MVA / 220 kV/2x55 kV
➢ 16.5 MVA, 55 / 27.5 kV	➢ Up to 100 MVA / 230 kV/2x55 kV

The RDSO approvals position us as an approved manufacturer of transformers for various projects undertaken by Indian Railways. Further, these approvals are subject to compliance with applicable technical specifications, testing standards and performance requirements prescribed by RDSO. We have executed supplies for traction substations and railway electrification projects across multiple routes and zones in India including Central Railway, South Central Railway, Southern Railway and Western Railway, demonstrating our ability to meet the technical and execution requirements of Indian Railways.

The railway sector represents one of the most rigorous procurement environments in the transformer manufacturing industry. They must conform to Research Designs and Standards Organisation (RDSO) specifications, pass mandatory RDSO type tests, and be supplied only by manufacturers on RDSO's Approved Vendor List (AVL). It is the technical standards body of Indian Railways which issues and maintains all mandatory specifications for traction transformers, creating a captive, access-gated market where technical qualification is the primary differentiator. New entrants must successfully navigate a multi-stage qualification process before a single transformer can be commercially supplied to Indian Railways. *(Source: CRISIL Report)*

The approval process, which typically involves significant time, testing and capital investment, is broadly categorized into the following parameters:



(Source: CRISIL Report)

Accordingly, the total lead time for a new entrant to achieve full RDSO approval and become an empaneled approved transformer vendor is typically in the range of 3-5 years, even for technically capable manufacturers with existing transformer manufacturing experience. For greenfield entrants without prior railway references, specialised testing infrastructure, or established traction transformer expertise, the effective market entry timeline may extend even further. This prolonged qualification cycle acts as a major technical and commercial entry barrier within the railway and metro transformer industry. Existing approved manufacturers therefore benefit significantly from incumbency advantages, established field references, proven reliability records, familiarity with RDSO processes, and prior operational performance history. *(Source: CRISIL Report)*

These factors create high switching costs for railways and metro authorities, making the approved vendor ecosystem relatively concentrated among a limited number of established players. Our approvals and testing certifications support our participation in the railways sector, which contributed ₹1,760.49 million, ₹771.98 million and ₹758.84 million to our revenue from operations, representing 42.19%, 28.41% and 30.66% of our revenue from operations in Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. As of March 31, 2026, our order book from customers operating in the railway sector amounted to ₹4,863.50 million, aggregating 7,133.49 MVA with an average transformer rating of 27.97 MVA. Our order book includes 40 unexecuted 100 MVA transformers, representing a meaningful portion of our overall order book.

Under RDSO specifications, maximum permissible no-load losses (iron core losses) and load losses (copper/winding losses) are prescribed for each standard MVA rating *(Source: CRISIL Report)*. These represent the guaranteed maximum values; manufacturers must demonstrate compliance at short-circuit test and routine test *(Source: CRISIL Report)*. Our approved design for 100 MVA / 220 kV Scott-connected transformers for the railways is certified at a no-load loss of 32.6 kW against the industry benchmark of 35 kW, highlighting our robust design capabilities and positioning within the segments *(Source: CRISIL Report)*. Our operating track record in railways sector positions us to participate in projects where customer qualification criteria and prior execution experience are significant considerations to vendor selection. These approvals typically involve long qualification cycles and significant testing investments, limiting the number of eligible suppliers and reinforcing entry barriers. They also enable us to participate in projects that typically involve long execution cycles and recurring procurement requirements linked to railway electrification, network expansion and system upgrades.

In-house design and engineering capabilities supported by comprehensive certification and testing infrastructure

Our in-house design and engineering capabilities, supported by an integrated testing and certification infrastructure, form a core pillar of our business model and underpin our ability to deliver application-specific transformer solutions across diverse end-use sectors. We design each transformer in accordance with customer-specific technical requirements, including voltage class, load profile, energy loss specification, environmental classification, and application conditions. Our design framework integrates both electrical and mechanical engineering elements and is based on first-principles engineering calculations and simulation-led validation, enabling us to design transformers for complex and non-standard applications.

We utilise simulation-led design tools and iterative validation processes to optimise transformer performance parameters, including losses, thermal behaviour and load handling characteristics. Our design capabilities, supported by 2D and 3D modelling tools such as Computer-Aided Design ("**CAD**") and Solid Edge, enable optimization of core and winding configurations and contribute to improved efficiency. Our design approach also focuses on lifecycle performance, reliability and maintenance considerations. This design-led, application-driven approach differentiates us from standardised manufacturing models and is critical for serving high-entry-barrier sectors such as railways, metro rail and complex industrial applications. Our focus on quality and reliability is reflected in our operating performance, including no warranty claims from our customers for transformer failures during the last three Fiscals.

We maintain an in-house NABL-accredited test laboratory compliant with IS/IEC standards, which supports our testing, validation and quality assurance processes across our products. Our in-house testing laboratory supports both routine and type testing, including impulse and temperature rise tests, enabling prototype validation and product verification. Manufacturers possessing comprehensive in-house testing capabilities generally enjoy a significant competitive advantage over players that rely primarily on external laboratories, as such facilities enable faster product development, continuous process validation, improved quality control, reduced testing lead times, and enhanced customer confidence *(Source: CRISIL Report)*. We conduct short circuit testing of our transformers and as on March 31, 2026, we have successfully conducted short-circuit tests for 32 ratings with recognised testing agencies such as ERDA, CPRI and NHPTL. Recently, we have also conducted a short-circuit test for transformers up to 160 MVA / 220 kV class, representing the highest capacity class of transformers manufactured by us to date. Short circuit withstand testing is regarded as one of the most demanding and technically challenging tests that a transformer manufacturer must demonstrate *(Source: CRISIL Report).* This test is essential to ensure that a transformer can withsatnd the extreme mechanical and thermal stresses encountered during external system faults, such as short circuits, without sustained damage or comprimising its operational integrity *(Source: CRISIL Report)*. Such testing also enables participation in application segments such as railways and metro rail, where certification from approved laboratories is required. For customers in other sectors, such testing may also be conducted in our NABL-accredited in-house laboratory, depending on their specific technical requirements.

We conduct product development through design team of 12 employees. We have developed customised solutions for specific customer requirements, including transformer configurations designed to optimise space utilisation, load handling and operational performance. Our design capabilities also directly support our cost structure and margin profile. Through design optimisation, we are able to balance the use of CRGO steel and conductor materials while complying with prescribed energy-loss and performance specifications, enabling reduction in material costs per transformer without compromising technical performance. This, together with our increasing focus on higher-MVA transformers, has led to a reduction in cost of goods sold as a percentage of revenue from operations from 81.24% in Fiscal 2024 to 61.43% in Fiscal 2025 and further to 56.99% in Fiscal 2026, driven by improved material efficiency and has correspondingly supported an increase gross profit margins from 18.76% to 38.57% to 43.01% over the same periods. We had the highest Gross Profit Margin in Fiscal 2026 of 43.01% and in Fiscal 2025 of 38.57% amongst all peers, underscoring our strong market positioning, execution capabilities, backward integration and cost efficiency *(Source: CRISIL Report)*. Further, our gross profit grew at a CAGR of 96.61% between Fiscal 2024 and Fiscal 2026, the highest among all peers *(Source: CRISIL Report)*.

We initially operated as a transformer design services provider to TMC Italia S.p.A. following our incorporation in 2009, and our design capabilities have since been consistently preserved and developed. Our Executive Director, Venkatasesha Sita Rama Venugopal Kalavagunta, has led our design function both prior to and after the change in ownership in 2018 and our subsequent transition to a full-scale manufacturing company. Our dedicated design team, comprising 12 employees with expertise in electrical engineering and power systems supports design optimization, testing and product development enabling us to expand our product portfolio, enhance product performance, improve design and manufacturing efficiencies, and respond to evolving customer requirements.

Over time, our experience across diverse industries and applications has enabled us to build a comprehensive design bank comprising validated designs, engineering configurations and application-specific learnings. This, combined with exposure to varied customer requirements across railways, metro rail, renewable energy and BESS and industrial sectors, has strengthened our design capabilities and contributed to reduced lead times for product development and execution.

These capabilities are further supported by our comprehensive testing and certification infrastructure, which enables product qualification for technically demanding and approval-driven applications:

- **CESI Certification:** We are one of the few manufacturers in India who has C2, E2, F1 classifications issued by CESI, Italy. This demonstrates compliance with stringent international quality and safety standards, reflecting robust design, and reliable operation in harsh environments *(Source: CRISIL Report).*

- **ISO Certifications:** ISO 9001:2015 (Quality Management), ISO 14001 (Environmental Management), and ISO 45001 (Occupational Health and Safety).

- **IRCLASS Certification:** IRCLASS Systems & Solutions Private Limited certification for applicable product categories which involves two-stage audit: Stage 1 documentation review and Stage 2 on-site implementation assessment, with annual surveillance audits thereafter.

We have been empanelled with Delhi Metro Rail Corporation (DMRC) for supply of our CESI certified dry-type cast-resin transformers which has enabled us to supply our products to DMRC. In addition to DMRC, we have also supplied our products to other state metro authorities such as Mumbai Metropolitan Region Development Authority (MMRDA), Uttar Pradesh Metro Rail Corporation Limited (UPMRCL), Maharashtra Metro Rail Corporation Limited (MMRCL), Patna Metro Rail Corporation Limited (PMRCL) and Chennai Metro Rail Limited (CMRL) during the last three Fiscals. We are one of four manufacturers in India supplying dry-type transformers for metro infrastructure applications *(Source: CRISIL Report)*. In addition, specialised tests including impulse, temperature-rise and short-circuit tests are conducted for our products with independent witnesses from CPRI (including its High Power Laboratory department), NHPTL and ERDA, as required for both oil-filled and dry-type transformers.

Our in-house design, engineering and testing capabilities enable us to manufacture transformers tailored to customer-specific technical requirements and support our positioning in high-specification sector of the transformer market. Unlike standardised manufacturing models, our design-led approach allows us to develop application-specific transformer configurations based on parameters such as voltage class, load profile, energy-loss requirements and environmental conditions. These capabilities, together with our testing and certification infrastructure, support our ability to meet qualification requirements applicable to technically demanding projects, optimize product design and material utilization, and reduce dependence on external design or validation capabilities.

Case Study



Leveraging design capabilities to manufacture an oil-based transformer for a space-constrained installation

(i) End-use Sector: Private DISCOM

(ii) Background

The client was executing a project in Mumbai where space constraints limited the use of conventional transformer configurations. Standard tower substation installations typically require a footprint of approximately 3.0 m × 2.5 m, which was not feasible under the site conditions. The client shared a preliminary concept and sought a technically viable solution to address the space limitations while maintaining prescribed performance and safety requirements.

(iii) Scope

- Design and development of a compact transformer solution for installation in a space-constrained urban location in Mumbai
- Engineering, manufacturing, testing and supply of customised transformer units
- Development of single-stack and double-stack transformer configurations for space optimisation

(iv) Background

The client was executing a project in Mumbai where space constraints limited the use of conventional transformer configurations. Standard tower substation installations typically require a footprint of approximately 3.0 m × 2.5 m, which was not feasible under the site conditions. The client shared a preliminary concept and sought a technically viable solution to address the space limitations while maintaining prescribed performance and safety requirements.

(v) Execution

The project involved design development and engineering studies, including simulation, design validation and multiple iterations to optimise the transformer configuration. Over a development period of approximately 15-18 months, the Company undertook design modifications to reduce the overall footprint while ensuring compliance with applicable technical parameters. Following validation, customised transformer units were manufactured and configured in both single-stack and double-stack formats to optimise installation within the available space.

(vi) Outcome

- Reduction in installation footprint from approximately 3.0 m × 2.5 m to 1.6 m × 1.2 m
- Development of compact transformer configurations suited for constrained installation environments
- Implementation of single-stack and double-stack designs to improve space utilisation
- Supply of customised transformer units in accordance with project requirements

This project involved the development and deployment of a compact transformer solution tailored to site-specific constraints, while meeting applicable technical and performance requirements.

Integrated manufacturing capabilities with backward-integrated CRGO processing supporting efficiency, performance and lead time advantages

Our operations are supported by an integrated manufacturing setup comprising production, material planning and in-house processing capabilities, enabling efficient execution across a range of product specifications, including oil-filled and dry-type transformers and compact sub-stations, across diverse end-use applications. Our manufacturing setup is closely integrated with our in-house design and engineering capabilities, enabling optimization of product design, material utilization and performance parameters, which is key in higher-specification and application-specific transformers.

Our manufacturing operations are located at our facility in Vadodara, Gujarat, which had an installed transformer manufacturing capacity of 8,500 MVA as of March 31, 2026. As of May 15, 2026, the overall installed capacity of our facility in Vadodara, Gujarat has increased to 13,500 MVA after our expansion into additional shed area vacated due to the relocation of Anshuman's operations to the CRGO Processing Facility. This facility is equipped with specialised manufacturing equipment, core cutting and winding machines and testing infrastructure, enabling us to manufacture transformers across varying capacities and voltage classes while maintaining consistent quality and execution timelines. Our operations are further strengthened by backward integration into CRGO electrical steel processing through our wholly-owned subsidiary, Anshuman, acquired in Fiscal 2025.

CRGO electrical steel is a specification-sensitive input that has a significant impact on transformer performance characteristics, including energy-loss parameters, and represents a meaningful component of manufacturing cost *(Source: CRISIL Report)*. The unique grain-oriented structure of CRGO steel significantly reduces core losses, making transformers more efficient and reliable *(Source: CRISIL Report)*. As a result, CRGO steel has become a strategic material in the production of transformers *(Source: CRISIL Report)*. The domestic production of CRGO steel covers only 8-10% of the total demand, with the remaining 90-92% being sourced from countries such as Japan, Russia, China, South Korea, UAE, Poland, Belgium, and Germany *(Source: CRISIL Report)*. Japan and Russia collectively account for approximately 60% of India's total CRGO imports *(Source: CRISIL Report).*

During Fiscals 2026, 2025 and 2024, Anshuman had an installed capacity of 4,500 MT across each which catered to 100% of our CRGO requirements. Anshuman's existing CRGO processing operations were recently relocated to a new facility, resulting in an increase in total annual processing capacity to 7,000 MT with effect from May 20, 2026. Our in-house CRGO processing capabilities provide greater control over a key raw material, enabling improved material availability, processing quality and alignment with production schedules. This integration supports improved production planning, faster decision-making and execution efficiency, which contributes to reduced lead times and improved delivery timelines. Our backward integration into CRGO processing, combined with design optimisation, has enabled us to improve operational efficiencies, optimise raw material utilisation, enhance transformer performance parameters and strengthen cost competitiveness.

Our in-house processing capabilities also enable bulk procurement of CRGO and optimization of our sourcing mix, supporting improved procurement efficiency and raw material cost management. This backward integration complements our design-led manufacturing approach and enables greater control over a key raw material used in transformer manufacturing. Further, our in-house CRGO processing capabilities enable closer coordination between design, material planning and production processes, thereby supporting product consistency, procurement visibility and execution timelines. These capabilities reduce dependence on third-party processors and strengthen execution reliability across our manufacturing operations. Strategic sourcing and in-house processing investments, which collectively define market dominance, ensure regulatory adherence, and provide a significant competitive edge in the evolving power transformer industry *(Source: CRISIL Report)*. Under RDSO specifications, maximum permissible no-load losses (iron core losses) and load losses (copper/winding losses) are prescribed for each standard MVA rating *(Source: CRISIL Report)*. These represent the guaranteed maximum values; manufacturers must demonstrate compliance at short-circuit test and routine test *(Source: CRISIL Report)*. In addition, ongoing design optimisation, supported by control over CRGO processing and manufacturing parameters, has resulted in improvements in performance characteristics.

Strong track record of revenue growth and profitability with continued visibility supported by our order book

Our track record of revenue growth and profitability reflects the scalability of our operating model and the effectiveness of our execution capabilities across business cycles. Over the last three Fiscals, our financial performance has been supported by product mix optimization, increasing contribution from higher-capacity transformers and operational efficiencies arising from our integrated manufacturing and design capabilities, along with sustained order inflows from a diversified customer base. Our financial profile supports our ability to execute large and technically demanding projects across infrastructure and industrial sectors.

The following table sets forth key financial information for our Company for the periods indicated:

Parameter	Fiscal 2026	Fiscal 2025	Fiscal 2024	CAGR (%) (Fiscal 2026-Fiscal 2024)
Revenue from Operations (₹ in million) [(1)]	4,172.35	2,716.85	2,475.25	29.83
Operating EBITDA (₹ in million) [(2)]	1,330.53	666.92	223.85	143.80
Operating EBITDA Margin (%) [(3)]	31.89	24.55	9.04	-
PAT (₹ in million) [(4)]	957.12	466.45	150.99	151.77
PAT Margin (%) [(5)]	22.94	17.17	6.10	-
ROCE (%) [(6)]	79.31	122.05	100.17	-
ROE (%) [(7)]	75.21	89.19	70.39	-
Gross Profit Margin (%) [(8)]	43.01	38.57	18.76	-
Fixed asset turnover ratio (times)[(9)]	16.11	15.13	27.51	-
Net Working Capital Days (days) [(10)]	136	59	24	-
Net Debt to Total Equity [(11)]	0.13	(0.12)	0.04	-

Notes:

(1) Computed as the sum of sale of products, sale of services and other operating revenue

(2) Calculated as restated Profit / (Loss) before share of profit / loss of joint ventures & associates, Exceptional items and Tax minus other Income plus Finance Costs and Depreciation & Amortization expense

*(3) Computed by dividing Operating EBITDA with Revenue from Operations * 100*

(4) Restated profit for the year/period as per restated consolidated financial information without considering Other comprehensive income

(5) Restated profit for the year/period as per restated consolidated financial information without considering Other comprehensive income divided by revenue from operations × 100

(6) Computed as EBIT as a % of average capital employed. EBIT is calculated by adding finance cost to restated Profit / (Loss) before Exceptional items and Tax (but after share of profit / loss of joint ventures & associates).Average Capital Employed is calculated by averaging the opening and closing balance of capital employed. Capital employed is calculated by adding Total Equity and long term borrowings

*(7) Computed by dividing PAT by the Average Total Equity * 100.*
Average Total Equity is calculated as the average of the opening and closing balances of the Total Equity.

*(8) Computed by dividing Gross Profit by Revenue from operations * 100*

(9) Computed as revenue from operations divided by average gross tangible fixed assets. Average gross fixed tangible assets us calculated by averaging the opening and closing balance of gross tangible fixed assets. Gross tangible fixed assets is calculated as total gross fixed assets minus gross value of ROU assets and intangible assets

*(10) Computed as revenue from operations divided by net working capital * 365. Net working capital is computed as Total current assets (excluding cash & cash equivalents, Bank balances other than cash & cash equivalents and current investments) minus Total current liabilities (excluding borrowings)*

(11) Computed as Net Debt divided by total equity

The following highlights our relative financial performance vis-à-vis peers across key profitability and growth metrics:

- Our Company had the highest Operating EBITDA Margin in Fiscal 2026 of 31.89%, and the second highest in Fiscal 2025 of 24.55% among all the peers.

- We had the highest gross profit margin in Fiscal 2026 of 43.01% and in Fiscal 2025 of 38.57% amongst all peers, underscoring our strong market positioning, execution capabilities, backward integration and cost efficiency.

- We reported the highest return ratios among peers in Fiscal 2026, with ROE and ROCE of 75.21% and 79.31%, respectively, significantly higher than the peer average ROE and ROCE of 25.57% and 33.90%, respectively, demonstrating prudent and efficient capital allocation.

- Among the peer set, the Company reported the second-highest PAT margins of 22.94% and 17.17% in Fiscal 2026 and Fiscal 2025, respectively, as compared to the peer average PAT margins of 14.88% and 14.37% in Fiscal 2026 and Fiscal 2025, respectively.

(Source: CRISIL Report)

We also maintain a disciplined receivables management and collections framework, enabling timely collections and close monitoring of outstanding receivables, which supports a well-managed working capital cycle and liquidity discipline. As of March 31, 2026, we had zero bad debts on customer receivables. Together with our financial performance and revenue visibility from order inflows, this demonstrates our ability to scale operations while maintaining profitability, capital efficiency and earnings visibility. Supported by sustained order inflows across diverse end-use sectors and a steady conversion pipeline, as on March 31, 2026, our order book amounted to ₹ 6,734.18 million, which provides visibility on near- to medium-term revenues. Our current order book also reflects a shift toward higher-capacity transformers which is evidenced by the fact that over 50% of our order book, in terms of the amount, is constituted by order of transformers ranging from 51 – 160 MVA, aggregating 4,450.00 MVA and amounting to ₹3,409.50 million. The following table sets forth details of our order book in terms of MVA and the value of the order book:

(*₹ in million, except percentages*)

MVA Range	Value		MVA	
	Amount of Order Book	% of Total Order Book	Total MVA	% of Total MVA
51 - 160 MVA	3,409.50	50.63	4,450.00	48.51
21 - 50 MVA	336.10	4.99	379.00	4.13
11 - 20 MVA	1,775.06	26.36	3,325.98	36.26
6 - 10 MVA	786.15	11.67	890.44	9.71
1 - 5 MVA	187.92	2.79	78.55	0.86
Upto 1 MVA	236.61	3.51	48.74	0.53
Others**	2.84	0.05	-	-
Total	**6,734.18**	**100.00**	**9,172.71**	**100.00**

* *As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.*

** *Others includes spare parts and testing related charges*

Further, our order book, including a growing share of higher-capacity transformer orders, provides strong revenue visibility and reinforces our ability to sustain execution momentum and long-term business growth. In addition, 48.68% of our order book incorporates pass-through mechanisms for key raw material costs, which mitigates the impact of input price volatility and support margin predictability. Together with our financial performance and revenue visibility from order inflows, this demonstrates our ability to scale operations while maintaining profitability, capital efficiency and earnings visibility.

Experienced leadership team with deep domain expertise and execution track record in transformer manufacturing

Our business is led by an experienced Promoter and supported by a professional senior management team, whose backgrounds span transformer manufacturing, electrical infrastructure, design engineering, production and commercial operations. This combined experience enables us to execute technically complex projects, manage customer qualification requirements and scale operations across transformer categories and end-use sectors. Continuity of technical personnel and domain expertise further supports operational execution, product development and customer engagement in specification-driven applications.

Our Promoter, Chairman and Managing Director, Hriday Narayan R Shukla, has been active in the electrical insulation and transformer manufacturing industry since 2002. His sectoral experience and long-standing industry and supplier relationships support our Company's operations and strategic direction. Our senior leadership team also includes professionals with experience in transformer design and manufacturing, who have been associated with the Company through its transition from a design services entity to a full-scale manufacturer, supporting continuity of technical capabilities and product development. Further, Venkatasesha Sita Rama Venugopal Kalavagunta, our Executive Director, has over 30 years of experience in transformer designing and manufacturing. He has been associated as a Shareholder of the Company since December 23, 2009, and as a Director since September 20, 2010 and is responsible for supervising manufacturing activities, ensuring effective utilization of resources and monitoring operational performance. Our Chief

Financial Officer, Saurabh Dharamsibhai Patel oversees the financial management of our Company, and Khushali Patel, our Company Secretary, oversees our corporate governance and secretarial compliance.

Our senior management team comprises professionals with experience across design engineering, manufacturing, quality assurance, procurement and commercial functions within the transformer and electrical equipment industries. Our Key Managerial Personnel and senior management team, having an average experience of over 18 years, plays a key role in supporting our operational execution, customer relationships and expansion initiatives. For further details, see "*Our Management – Key Managerial Personnel*" and "*Our Management – Senior Management*" on pages 304 and 304, respectively.

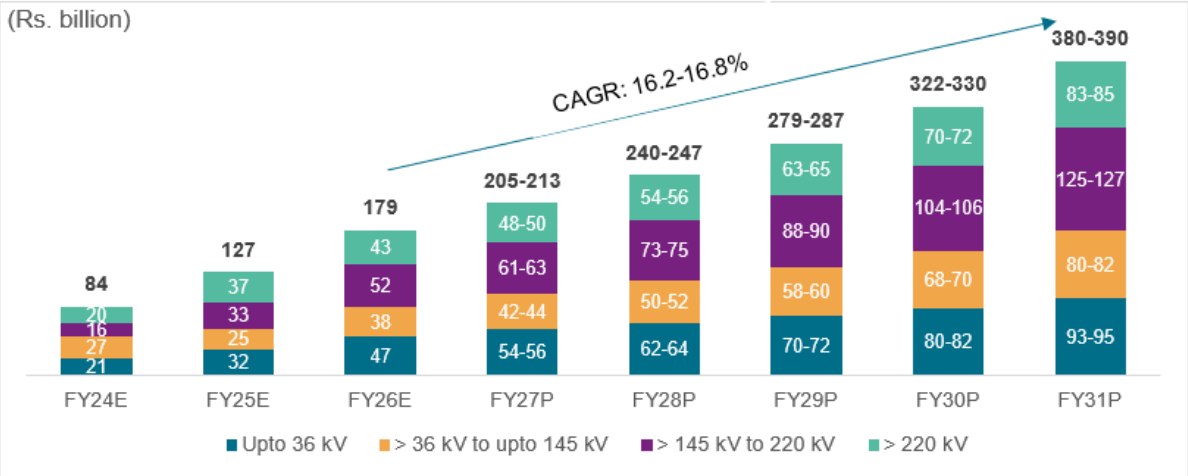
Our Strategies

Capitalizing on favorable industry tailwinds through a proposed greenfield facility to expand into extra high voltage ("EHV") power transformer segment

We intend to expand our manufacturing capabilities through the development of a proposed greenfield manufacturing facility focused on higher-capacity and higher-voltage transformer categories. This facility is expected to enable our participation in sectors of the transformer market that typically require specialised engineering capabilities, dedicated manufacturing infrastructure and extensive qualification processes, particularly the EHV power transformer application.

To achieve this expansion, we are establishing a proposed greenfield manufacturing facility designed to support production of higher-capacity and higher-voltage transformers of up to 500 MVA / 765 kV class. The proposed facility is intended to expand our manufacturing capacities beyond our current capabilities and enable us to address demand arising from transmission infrastructure development, renewable energy integration, railway electrification, data centre expansion and industrial power requirements.

The total annual domestic power transformer market is estimated to reach ₹380 - 390 billion in fiscal 2031 from ₹179 billion in fiscal 2026, growing at a CAGR of 16.2-16.8% during the period. *(Source: CRISIL Report).* This growth is driven by investments in renewable energy, transmission infrastructure, industrialisation, urbanisation, and distributed generation programs *(Source: CRISIL Report).*



E: Estimated; P: Projected;

(Source: CRISIL Report)

The EHV segment is projected to grow at CAGR of 17-18% between Fiscal 2026 and Fiscal 2031. EHV transformers are high-value products deployed in critical transmission infrastructure and require advanced engineering capabilities, specialised manufacturing and testing infrastructure, stringent qualification requirements and long execution cycles. Consequently, the segment is characterised by high entry barriers and a limited pool of qualified manufacturers. Further, the manufacturing capacities of established players in the EHV segment are largely committed until Fiscal 2029 and Fiscal 2030, reflecting strong demand visibility and limited availability of qualified supply. The resulting demand-supply imbalance underscores the supply-constrained nature of the segment and highlights the need for incremental manufacturing capacity to support the ongoing expansion and modernisation of India's transmission network. *(Source: CRISIL Report)*

With rising requirements for higher train speeds such as Mumbai-Ahmedabad High-Speed Rail corridor using Japanese E5 Series Shinkansen technology being implemented in India, heavier loads, and increased service frequency, upgrading traction power infrastructure has become increasingly important *(Source: CRISIL Report)*. To address these constraints, Indian Railways is progressing towards higher-capacity feeding arrangements such as the 2×25 kV (also referred to as 2×27 kV) AC traction system for select routes, which supports improved voltage regulation and higher power transfer over

longer distances *(Source: CRISIL Report)*. In the railways and metro rail sectors, EPC contractors executing traction substation projects are increasingly procuring for higher-voltage requirements as Indian Railways implements the 2x27 kV AC traction system to increase train speeds and capacity, replacing the older 25 kV system *(Source: CRISIL Report)*. This upgraded configuration typically relies on specialised traction power transformers, including Scott-connected and V-connected designs, to support the feeding scheme and provide improved phase balancing and system performance *(Source: CRISIL Report)*. This is expected to enable us to address evolving requirements of our existing railway customers as well as new customers in the said sector.

Our existing Transformer Manufacturing Facility at Vadodara, Gujarat enables us to produce oil-filled transformers up to 160 MVA / 220 kV class and dry-type transformers up to 20 MVA / 36 kV class. While we have expanded our MVA output within this range, manufacturing EHV class transformers requires a purpose-built manufacturing and testing infrastructure typically associated with specialised facilities for higher-voltage transformer classes and we intend to expand into such higher-voltage transformer segments through our proposed greenfield facility. EHV transformers are often custom engineered for specific projects, requiring extensive coordination with utilities and EPC contractors *(Source: CRISIL Report)*. Only a limited number of Indian manufacturers possess the technical capability, testing infrastructure, and utility approvals necessary to participate in this segment *(Source: CRISIL Report)*. Upon commissioning of the proposed greenfield facility, we expect to access additional end-use sectors requiring higher-specification transformers, including transmission utilities, data centres and large industrial customers such as steel plants, aluminium smelters and cement plants.

To capture this opportunity, we have acquired 85,493.67 sq. mts. of non-agricultural land in proximity to our existing facility for setting up of a greenfield manufacturing facility. The proposed facility will be designed to manufacture transformers up to 500 MVA / 765 kV class and is expected to add 78,000 MVA of annual manufacturing capacity by Fiscal 2029. We are expanding into the EHV transformer segment through a planned 78,000 MVA manufacturing facility, expected to be India's largest transformer manufacturing facility at a single location *(Source: CRISIL Report)*. The planned capital expenditure of ₹2,317.76 million includes development of manufacturing infrastructure and procurement of plant and machinery. For further details, see "*Objects of the Issue – Details of the Objects – Funding capital expenditure towards setting up a greenfield Extra High Voltage ("EHV") transformer manufacturing facility with an aggregate installed capacity of 78,000 MVA at Halol, Gujarat ("Proposed Facility")*".

The proposed facility is expected to support our participation across the following high-growth end-use sectors:

- **Power transmission utilities:** Transmission network expansion under national rolling plans is also expected to be a key contributor, with investments in new 765 kV/400 kV substations and HVDC systems to enable renewable evacuation, strengthen inter-regional transfer capability, and enhance grid resilience, thereby increasing demand for large-capacity EHV/UHV class transformers and autotransformers *(Source: CRISIL Report)*. A total expenditure of ₹5.41 trillion has been planned by CTUIL to develop the transmission infrastructure by Fiscal 2031. *(Source: CRISIL Report)*

- **Renewable energy grid integration:** As per CEA's long term resource adequacy plan, over 200 GW of large utility scale RE projects are expected to be commissioned by Fiscal 2031 *(Source: CRISIL Report)*. This would translate into an estimated annual transformer requirement of 55,000 – 65,000 MVA considering 45-50 GW of annual RE capacity addition between Fiscal 2027-31. *(Source: CRISIL Report)*. Utility-scale solar and wind projects increasingly require EHV-class transformers for grid connection, and our expanded product range will position us to serve this growing requirement *(Source: CRISIL Report)*.

- **Rail infrastructure:** As Indian Railways advances towards higher train speeds, heavier loads, and increased service frequency *(Source: CRISIL Report)*. Indian Railways is progressing towards higher capacity feeding arrangements AC traction system for select routes, which supports improved voltage regulation and higher power transfer over longer distances *(Source: CRISIL Report)*. As of April 2025, 431 Railway infrastructure projects (154 New line, 33 Gauge Conversion and 244 Doubling) comprising a total length of 35,966 km were sanctioned for expansion of existing rail network *(Source: CRISIL Report)*.

- **Data centres and industrials:** Hyperscale data centres in India are scaling rapidly, requiring reliable high-capacity transformer infrastructure for grid connection *(Source: CRISIL Report)*. Large industrial consumers including steel plants, aluminum smelters, and cement plants are also significant procurers of EHV-class transformers *(Source: CRISIL Report).*

The proposed greenfield facility is intended to enhance our manufacturing capabilities in higher-capacity transformer categories and support our participation in projects requiring higher voltage classes and higher-rated transformers. Combined with our existing design, engineering and qualification capabilities, this expansion is expected to support our ability to strengthen our positioning in higher-value segments of the transformer market and enable us to address evolving demand across infrastructure and industrial sectors.

Deepening backward integration in key transformer components such as radiators, PICC and CTC copper, transformer tanks and enclosures to strengthen supply chain control and operational efficiency

We intend to expand backward integration across selected components such as radiators used in transformer production. These initiatives are expected to enhance coordination across our manufacturing value chain, reducing dependence on third-party vendors for critical and ancillary components, and improving supply chain visibility and execution efficiency across our operations. Given that raw materials and components constitute a significant portion of our total expenses, further backward integration is expected to improve procurement planning, production scheduling and manufacturing efficiency, while reducing lead-time variability. This assumes greater importance as we expand into higher-capacity and higher-voltage transformer categories, where execution precision, component quality and delivery timelines are critical.

We are in the process of setting-up in-house radiator manufacturing capability which will be housed within the CRGO Processing Facility. Radiators are critical structural and thermal management components in oil-filled power transformers, with an important role in heat dissipation, operational stability and overall product performance *(Source: CRISIL Report)*. While radiators contribute only about 3–5% of a transformer's ex-works cost, in-house fabrication can yield savings of 20–30% on radiator costs by eliminating supplier margins, logistics expenses, and batch-ordering premiums *(Source: CRISIL Report)*. However, the more significant advantage is enhanced supply chain control, as external radiator suppliers have historically caused delivery delays of 4–8 weeks during peak demand periods, disrupting shipment schedules and project timelines *(Source: CRISIL Report)*. We intend to commence radiator manufacturing operations by Fiscal 2027. Backward integration into radiator manufacturing is expected to enhance control over production timelines and execution reliability. In-house radiator manufacturing is expected to reduce our dependence on external fabrication vendors and shorten procurement lead times. For transformer OEMs aiming to scale production or reduce project risk, establishing in-house radiator fabrication is a low-risk, high-reliability move that ensures timely deliveries and mitigates the impact of external supply disruptions *(Source: CRISIL Report)*.

We are also evaluating further backward-integration opportunities across selected components, including establishing in-house capabilities for transformer tanks and enclosures, primarily for captive consumption, subject to commercial and technical feasibility. Transformer tank fabrication is an important element of backward integration in transformer manufacturing, particularly for players seeking tighter control over cost, quality, delivery timelines, and product customization *(Source: CRISIL Report)*. Bringing tank fabrication in-house can offer better control over quality and dimensional accuracy, faster design-to-production execution, reduced dependence on external fabricators, improved coordination with core-coil assembly, lower logistics costs for bulky fabricated parts, and greater flexibility in handling customized or low-volume orders *(Source: CRISIL Report*). Additionally, we are evaluating in-house capabilities for PICC and CTC. These components are critical to transformer performance, product integrity and execution timelines, and backward integration is expected to improve supply assurance and quality control. Developing such capabilities is expected to enhance coordination across manufacturing processes and strengthen control over technical specifications and quality standards. This is particularly relevant for higher-capacity transformers, where manufacturing complexity and component compatibility requirements are higher.

Building on our existing in-house CRGO processing capabilities for captive CRGO processing operations, we intend to continue evaluating additional backward integration opportunities across selected transformer components and ancillary products, subject to commercial and technical feasibility. We believe these initiatives would complement our existing manufacturing and design capabilities by improving coordination across production processes, enhancing supply reliability for certain components, reducing external dependency and enhancing operational efficiency. Given that raw materials constitute 65–75% of transformer manufacturing cost and given the structural shortage and price volatility of CRGO and copper, backward integration is a decisive competitive differentiator *(Source: CRISIL Report)*. Further, we are in the process of installing additional machinery to augment our CRGO processing capacity, which is expected to increase to 25,000 MT by July 2026. This expansion is expected to provide greater operational flexibility to support increasing transformer production requirements, including the ability to cater to external demand through sale of surplus CRGO, where appropriate. As we scale our manufacturing operations and broaden our product portfolio, such integration is expected to support cost optimisation, execution reliability and further reduce lead-time and strengthen our competitiveness and overall margin improvement.

Capitalising on structural demand growth in renewable energy and BESS, metro rail and data centre infrastructure

Favourable industry tailwinds driven by renewable energy expansion, grid modernisation, metro rail expansion and increasing power demand are expected to support sustained growth in the transformer market. Our design-led manufacturing capabilities and ability to manufacture oil-filled transformers up to 160 MVA / 220 kV class, together with our demonstrated execution across railways, metro rail, renewable energy and BESS and industrials, position us to cater to requirements across these sectors. Our planned expansion in manufacturing capabilities is expected to further support participation in these sectors, diversify our revenue base and increase exposure to sectors characterised by sustained investment and long-term demand visibility.

Renewable Energy and BESS: As of March 2026, over 140 GW of renewable capacity is under construction and about 45 GW is under tendering *(Source: CRISIL Report)*. As per CEA's long term resource adequacy plan, over 200 GW of large utility scale RE projects are expected to be commissioned by Fiscal 2031 *(Source: CRISIL Report)*. This would translate into an estimated annual transformer requirement of 55,000 – 65,000 MVA considering 45-50 GW of annual RE capacity addition between Fiscal 2027-31 *(Source: CRISIL Report)*. India's renewable energy targets and grid modernisation initiatives are expected to drive sustained demand for high-capacity transformers *(Source: CRISIL Report)*.

Similarly, more than 50 GWh of BESS capacity is currently under construction or in the tendering stage versus a targeted 236 GWh by 2030 *(Source: CRISIL Report)*. We have established a presence in the renewable energy and BESS sector, which contributed ₹501.38 million, ₹558.70 million and ₹115.57 million to our revenue from operations in Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively, representing 12.02%, 20.56% and 4.67% of our revenue from operations during such periods. Building on this experience, we have recently secured orders for two 160 MVA / 220 kV class oil-filled transformers for the renewable energy and BESS sector, representing the highest capacity class undertaken by us to date. Recently, we have successfully conducted a short circuit test for the said transformers at NHPTL to verify their ability to withstand thermal and mechanical stresses during fault conditions. Following the completion of the short-circuit test, both the transformers have been dispatched for the customer's location. We believe the successful testing and execution of these orders strengthens our credentials in higher-capacity transformers and positions us to capitalise on the growing opportunities arising from renewable energy and BESS capacity additions

Metro Rail: Metro rail expansion is expected to be one of the most significant contributors to transformer demand within the transportation sector. About 2,000 – 2,500 km of additional metro rail network is expected to be commissioned over the next 5 to 6 years. Each kilometer of metro rail typically requires a higher concentration of dry-type transformers, rectifier transformers, traction transformers and auxiliary transformers, making metro projects one of the most transformer intensive transportation infrastructure segments. *(Source: CRISIL Report)*

As on March 31, 2026, we have executed supplies for metro rail projects across several cities in India, namely Mumbai, Delhi, Pune, Kanpur, Agra, Nagpur and Patna. We are one of four manufacturers in India supplying dry-type transformers for metro infrastructure applications *(Source: CRISIL Report)*.

We have continued to strengthen our presence in this sector, which we believe provides us a competitive advantage on account of our established technical qualifications and performance track record. Our execution across multiple metro rail projects, along with our empanelment with DMRC and prior supply experience to multiple metro authorities, positions us to participate in future procurement opportunities as metro rail expansion continues across urban transit networks in India.

Data Centres: Rapid growth in data centres, cloud and AI infrastructure is creating incremental requirements for high-reliability power infrastructure. The installed capacity is expected to scale from ~1.2–1.5 GW to ~8–10 GW by fiscal 2031, driving electricity consumption to ~40–45 TWh. *(Source: CRISIL Report)*

These applications require transformers with higher ratings and advanced technical specifications to ensure grid stability, reliability and uninterrupted power supply. Procurement in such sectors is often linked to technical qualification, performance track record and compliance with application-specific standards, which may limit the pool of eligible suppliers. Participation in this sector also supports our shift towards higher-capacity transformer categories, which is structurally margin accretive.

We believe we are well placed to capitalise on the structural demand growth in these sectors, supported by our execution experience across renewable energy and BESS, metro rail and other technically demanding applications. Our increasing focus on higher-capacity transformers and planned expansion in manufacturing infrastructure are expected to support our ability to address evolving customer requirements and drive growth in our order book over the medium term.

Driving growth through new customer acquisition and increasing wallet share across existing relationships

We intend to grow our business by deepening engagement with our existing customers and increasing wallet share from such relationships, by leveraging our integrated design, manufacturing and testing capabilities and by expanding our customer reach, supported by the development of our proposed greenfield manufacturing facility. The proposed greenfield facility is expected to enhance our manufacturing capabilities in higher-capacity and higher-voltage transformer categories, enabling us to address additional applications, supply higher-value transformers, increase product offerings to existing customers and strengthen our presence across domestic and export markets.

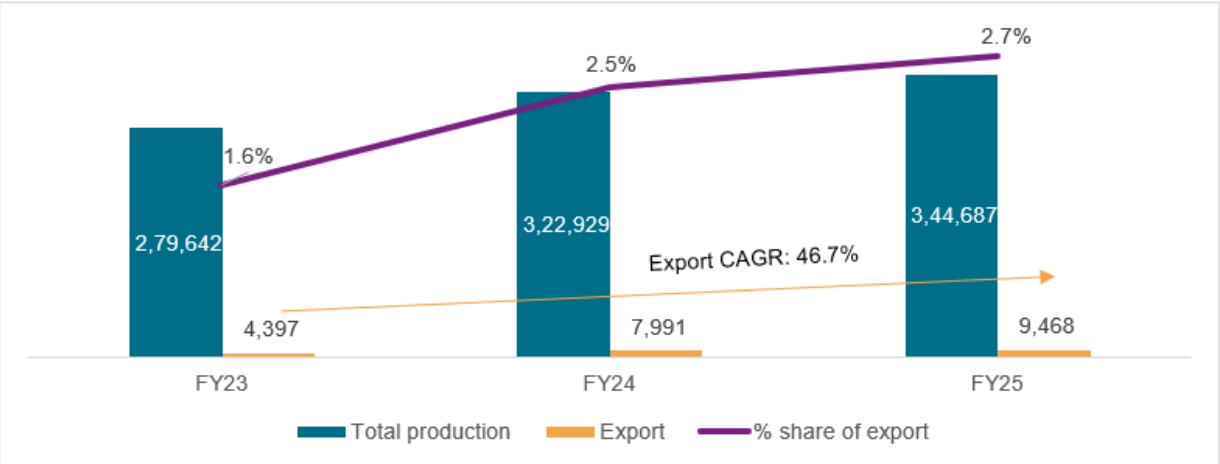
We believe our customer relationships, technical qualifications, product capabilities and diversified presence across end-use sectors position us to participate in additional procurement opportunities across railway and metro rail infrastructure, renewable energy and BESS, utilities and industrial applications, both domestically and internationally. The exports of transformers have grown at a CAGR of 20.1% over the past five years (Fiscal 2021-2026) *(Source: CRISIL Report)*. We also intend to diversify our customer base and revenues across geographies and end-use sectors and strengthen our presence in domestic and export markets. Our export revenues have increased over the recent periods, as set out below:

(₹ in million, unless stated otherwise)

Market	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Exports	688.11	16.49	165.31	6.08	340.06	13.74

The global shortage of transformers, driven by rising demand and limited supply, has significantly extended lead times to as long as two to three years *(Source: CRISIL Report)*. This supply-demand imbalance is pushing up transformer prices, benefiting manufacturers that can secure critical raw materials and fulfilling pending orders *(Source: CRISIL Report)*. We intend to diversify geographically by leverage our existing market presence and customer relationships to support expansion into additional markets and broader participation across infrastructure, utility and industrial projects in India and selected international markets.

According to IEEMA, India's transformer export market has been steadily growing, with a total of 9,468 transformers produced for export in Fiscal 2025 *(Source: CRISIL Report)*. The country's ability to produce high-quality transformers that meet international standards has enabled it to establish itself as a significant player in the global export market *(Source: CRISIL Report)*. As the demand for electrical infrastructure continues to grow globally, India's transformer manufacturing industry is likely to play an increasingly significant role in meeting this demand, both domestically and internationally *(Source: CRISIL Report)*.



Source: IEEMA, Crisil Intelligence

(Source: CRISIL Report)

We currently export to customers in countries such as USA, Saudi Arabia, Nigeria, Mexico, Nepal, UAE and Australia amongst others and we intend to further expand our international presence across countries in the Middle East, North America, Africa and South and South-East Asian markets. Further, the regions like Africa, Southeast Asia, and South Asia are expanding their power grids on a large scale and are in need of medium and low voltage transformers and India is the preferred choice due to their price advantages and applicability *(Source: CRISIL Report)*.

Our strategy of increasing wallet share with existing customers, expanding participation in higher-capacity transformer applications and growing our export presence is expected to support revenue growth and diversification across geographies and end-use sectors. Our expanded manufacturing capabilities and broader product portfolio are expected to enable participation in additional infrastructure and industrial projects in India and selected international markets.

DESCRIPTION OF OUR BUSINESS

Our Product Portfolio

We operate an integrated, design-led manufacturing model and offer a product portfolio comprising oil-filled transformers up to 160 MVA / 220 kV class, dry-type transformers up to 20 MVA / 36 kV class, and compact substations up to 3 MVA / 36 kV class. We manufacture and supply transformers for application-specific power requirements across high-growth end use sectors such as railways, metro rail, renewable energy and BESS, Private DISCOMs and industrial applications. We focus on specification-driven segments that involve technically demanding operating environments and stringent qualification requirements.

Transformers are typically categorized based on insulation technology, voltage class and end-use application, which collectively determine their design, performance characteristics and deployment. Our product portfolio spans both oil-filled

and dry-type insulation technologies, addressing varying operating requirements. Across voltage classes, our offerings extend from low and medium voltage applications to high voltage segments, supporting requirements across transmission, distribution and specialised industrial use-cases. From an application perspective, our products are designed for diverse use cases including power and distribution networks, railway traction systems, renewable energy integration and other industrial processes, with differentiated offerings such as Scott-connected traction transformers, Set forth below are the details of our product offerings across transformer types and end-use sectors:

S. No.	Key Products by Application	Maximum Capacity	Maximum Voltage	End-use Sectors
Oil-filled transformers				
1.	Power Transformers 	160 MVA	220 kV	Renewable energy and BESS
2.	Scott-Connected Transformers 	100 MVA	230 kV	Railways
3.	Auto Transformer 	16.5 MVA	27.5 kV	Railways

S. No.	Key Products by Application	Maximum Capacity	Maximum Voltage	End-use Sectors
4.	Solar Power Multi Winding Transformer (IDT) 	20 MVA	33 kV	Renewable energy and BESS
5.	Furnace Transformer 	100 MVA	220 kV	Industrial
7.	Distribution Transformers 	4 MVA	33 kV	Private DISCOM, industrial, renewable energy and BESS
Dry-type transformers				
7.	Cast Resin Dry Type Transformers 	20 MVA	36 kV	Real estate, data centres, hospitals, metro rail, renewable energy, industrial

S. No.	Key Products by Application	Maximum Capacity	Maximum Voltage	End-use Sectors
Compact Substations				
8.	Compact Substations (CSS) 	3 MVA	36 kV	Real estate, data centres, industrial

Our Services

In addition to our manufacturing operations, we provide operation and maintenance ("**O&M**") services for oil-filled transformers across their operational lifecycle. These services include inspection, servicing, repair, refurbishment and maintenance support, including preventive measures aimed at identifying potential operational issues prior to disruption. Our service offerings also include repair and refurbishment activities such as rewinding, core refurbishment, insulation restoration and oil treatment. These O&M services are supported by our in-house engineering capabilities and manufacturing experience.

Our Order Book

Our order book represents the aggregate value of transformer supply projects and other ancillary works including the sale of spare parts and testing charges, for which we have received purchase orders or letters of intent from customers, less the revenue already recognized.

As of March 31, 2026, our unexecuted order book amounted to ₹6,734.18 million, representing an aggregate unexecuted capacity of 9,172.71 MVA. As of the same date, orders for transformers in the 51 MVA to 160 MVA range constituted over 50% of our order book by value, aggregating 4,450.00 MVA and amounting to ₹3,409.50 million, reflecting our transition towards higher MVA and higher voltage and higher value transformers. The following table sets forth the details of our order book for the periods indicated:

(₹ in million, unless stated otherwise)

Parameter	Fiscal 2026	Fiscal 2025	Fiscal 2024	CAGR (%) (Fiscal 2026-Fiscal 2024)
Order Book	6,734.18	3,271.03	1,375.10	121.30%

Further, our order book provides strong revenue visibility and reinforces our ability to sustain execution momentum and long-term business growth. In addition, 48.68% of our order book incorporates pass-through mechanisms for key raw material costs, which mitigates the impact of input price volatility and support margin predictability.

Our Manufacturing Facilities

As of the date of this Draft Red Herring Prospectus, our Company operates one manufacturing facility at Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, District- Vadodara - 391510, Gujarat, India spread across 18,684.63 sq. mts. ("**Transformer Manufacturing Facility**"). The said Transformer Manufacturing Facility is capable of manufacturing oil-filled transformers, dry-type transformers and CSS supported by an in-house design, engineering and testing capabilities. Our manufacturing operations are further supported by backward integration into CRGO electrical steel processing capabilities through our wholly-owned subsidiary, Anshuman, which operates a CRGO steel processing facility at Survey No. 459, Village- Asoj, Taluka -Waghodiya, District-Vadodara, Gujarat, India, spread across 14,366 sq. mts. ("**CRGO Processing Facility**" and together with "**Transformer Manufacturing Facility**", "**Manufacturing Facilities**").

Transformer Manufacturing Facility



CRGO Processing Facility



We have quality assurance, quality control, health and safety management at our Manufacturing Facilities, which enable us to produce and deliver our products to our customers while maintaining high quality standards and monitoring regulatory compliance at our Manufacturing Facilities.

The following table provides the aggregate installed capacity and aggregate capacity utilization by different types of products manufactured at our Manufacturing Facilities for Fiscals 2026, 2025 and 2024: *Transformer Manufacturing Facility*

Product Segment	Fiscal 2026			Fiscal 2025			Fiscal 2024		
	Installed capacity (MVA/ year)^	Actual Production (MVA)	Capacity utilization (%)	Installed capacity (MVA/ year)	Actual Production (MVA)	Capacity utilization (%)	Installed capacity (MVA/ year)	Actual Production (MVA)	Capacity utilization (%)
Oil-Filled Transformers & Oil based CSS	7,500.00	4,559.62	60.79	7,500.00	2,628.48	35.05	7,500.00	2,020.36	26.94
Dry Type Transformers & Dry CSS	1,000.00	360.00	36.00	1,000.00	378.80	37.88	1,000.00	404.66	40.47
Total	**8,500.00**	**4,919.62**	**57.88#**	**8,500.00**	**3,007.28**	**35.38#**	**8,500.00**	**2,425.02**	**28.53#**

* *As certified by Atulkumar Kantilal Soni, Heterogeneous Industrial Solutions Private Limited, Independent Chartered Engineer, pursuant to certificate dated June 29, 2026.*

^ *Subsequent to obtaining possession of an additional shed area along with utility space, of approximately 17,058.36 sq. ft. (1,584.76 sq. mtrs.), which was previously utilized for CRGO processing activities by the Subsidiary until May 15, 2026, the Company has expanded its transformer manufacturing operations. The additional space has enabled a more efficient shop-floor layout and improved utilization of critical manufacturing equipment, particularly winding machines, which were previously underutilized at certain times due to space constraints. The enhanced operational flexibility has facilitated smoother production flow and increased manufacturing throughput. Accordingly, the overall installed manufacturing capacity of the plant has increased to 13,500 MVA with effect from May 15, 2026, comprising 12,500 MVA of oil-filled transformers and 1,000 MVA of dry type transformers.*

\# *Calculated on a weighted average basis*

Notes:

(1) The assumptions and estimates taken into account include the following: (i) Number of working days in a fiscal year – 288; (ii) Number of working days in a month – 24; (iii) Number of shifts in a day – Minimum 1 and Maximum 3; and (iv) Number of working hours per shift – 8.

(2) The installed capacity as of March 31, 2026, March 31, 2025 and March 31, 2024 have been provided on an annualized basis considering (a) bottleneck of individual manufacturing process, and (b) plant is operative in maximum shift during peak demand session which is observed in later half of the fiscal year.

(3) The information relating to the actual production as of the included above are based on the examination of the internal production record provided by the Company, explanations provided by the management, the period during which the manufacturing facilities operate in a fiscal year expected operations, availability of raw materials, downtime resulting from unscheduled breakdowns, as well as expected operational efficiencies

(4) Capacity utilization has been calculated based on actual production during the relevant fiscal year divided by the aggregate installed capacity all at the end of the relevant fiscal year

(5) The production capacity are measured by taking into account the below mentioned:

a. Actual Production done in a month

b. Actual time used for preparation or set up of machinery along with equipment in a month

c. Actual wastage (if any) in the manufacture of the products

d. Actual plant capacity for Oil-Filled Transformer Facility has been computed on 160 MVA equivalent transformers and 20 MVA equivalent transformers in case of Dry Type

e. Plant capacity is primarily constrained by the winding process, as floor space limitations restrict continuous operation. Winding machines may remain idle until processed windings are moved to subsequent stages, with the ovening process also serving as a key production bottleneck.

f. Installed transformer manufacturing capacity is based on standard equivalent transformer ratings and represents an estimated maximum production capability. Actual capacity utilisation is computed on this standardised basis; however, actual production may vary by average scale of transformer rating, design specifications and manufacturing cycle. As a result, periods with a higher proportion of lower rated or more complex transformers may result in lower reported utilisation levels.

*CRGO Processing Facility^*

Product Segment	Fiscal 2026			Fiscal 2025			Fiscal 2024		
	Installed capacity (MT/ year)^^	Actual Production (MT)	Capacity utilization (%)	Installed capacity (MT/ year)	Actual Production (MT)	Capacity utilization (%)	Installed capacity (MT/ year)	Actual Production (MT)	Capacity utilization (%)
CRGO	4,500.00	3,077.18	68.38	4,500.00	2,097.72	46.62	4,500.00	1,863.66	41.41

** As certified by Atulkumar Kantilal Soni, Heterogeneous Industrial Solutions Private Limited, Independent Chartered Engineer, pursuant to certificate dated June 29, 2026.*

^ CRGO Processing Facility has been relocated to its current location with effect from May 20, 2026.

^^ The new CRGO processing facility became operational with effect from May 20, 2026 on land situated at Survey No. 459, Asoj, Waghodiya, Vadodara, admeasuring 1,54,635 sq. ft (equivalent to 14,366 sq. mtrs.). The existing CRGO processing facility (as captured in above table) was vacated with effect from May 15, 2026. Prior to the relocation and expansion of the CRGO processing facility, the annual installed processing capacity of the plant was 4,500 MT from the old facility. Upon commencement of operations from the new facility on May 20, 2026, utilizing the existing processing machinery together with the enlarged manufacturing area and upgraded crane handling infrastructure, the annual installed processing capacity increased to 7,000 MT. Further, the Company is in the process of installing additional machinery to augment our CRGO processing capacity, which is expected to increase to 25,000 MT by July 2026.

Notes:

(1) The assumptions and estimates taken into account include the following: (i) Number of working days in a fiscal year – 288; (ii) Number of working days in a month – 24; (iii) Number of shifts in a day – Minimum 1 and Maximum 3; and (iv) Number of working hours per shift – 8.

(2) The installed capacity as of March 31, 2026, March 31, 2025 and March 31, 2024 have been provided on an annualized basis considering (a) bottleneck of individual manufacturing process, and (b) plant is operative in maximum shift during peak demand session which is observed in later half of the fiscal year.

(3) The information relating to the actual production as of the included above are based on the examination of the internal production record provided by the Company, explanations provided by the management, the period during which the manufacturing facilities operate in a fiscal year expected operations, availability of raw materials, downtime resulting from unscheduled breakdowns, as well as expected operational efficiencies

(4) Capacity utilization has been calculated based on actual production during the relevant fiscal year divided by the aggregate installed capacity all at the end of the relevant fiscal year

(5) The production capacity are measured by considering the below mentioned:

a. Actual Production done in a month

b. Actual time used for preparation or set up of machinery along with equipment in a month

c. Actual wastage (if any) in the manufacture of the products

d. The processing capacity of the CRGO plant is primarily dependent upon slitting line speed, annealing furnace batch cycles, precision cutting requirements, material handling efficiency and quality inspection across manufacturing operations.

Manufacturing Process

Oil-filled transformers and Oil based CSS

The manufacturing process of oil type transformers commences with core assembly, wherein CRGO laminations are assembled to form the magnetic core structure. Thereafter, copper or aluminium conductors are cut as per required

specifications and prepared for winding operations along with insulation materials and spacers. The conductors are then wound into high voltage and low voltage coils using specialised winding machines and insulated appropriately to achieve the desired electrical and mechanical performance. Subsequently, the windings are assembled with the transformer core through the core coil assembly process, followed by lead making and internal electrical connections.

Thereafter, the active part undergoes a drying and ovening process involving controlled heating and vacuum conditions to remove moisture from windings and insulation materials, thereby ensuring dielectric strength and insulation reliability. Post drying, the active part assembly is completed with clamping structures and internal fittings before being placed into the transformer tank during the tanking process. Transformer oil is then filled under vacuum conditions to eliminate moisture and air pockets, thereby enhancing insulation and cooling efficiency. Thereafter, radiators, conservators, bushings and other accessories are fitted to complete the transformer assembly.

The completed transformer is thereafter subjected to various testing and quality inspection procedures to verify compliance with customer requirements and applicable technical standards. Upon successful completion of testing, final assembly and finishing activities are undertaken before the transformer is prepared for dispatch.

Dry Type Transformer and Dry CSS

The manufacturing process of dry type transformers commences with core assembly, wherein CRGO laminations are assembled to form the magnetic core structure. Thereafter, copper or aluminium conductors are cut and prepared as per design specifications along with necessary insulation materials. The prepared conductors are wound into high voltage and low voltage coils using specialised winding machines to achieve the required electrical and mechanical characteristics. Subsequently, the coils undergo Vacuum Pressure Impregnation (VPI) or resin casting processes, wherein insulating resin is applied under controlled vacuum and pressure conditions to enhance insulation strength, thermal performance and moisture resistance.

Thereafter, the coils are cured and insulated through controlled heating processes to achieve the required mechanical rigidity and dielectric properties.

The prepared coils are thereafter assembled with the transformer core through the core coil assembly process, followed by lead making and internal electrical connections. Subsequently, enclosure structures, clamping arrangements, cooling systems and other accessories are assembled to complete the transformer structure.

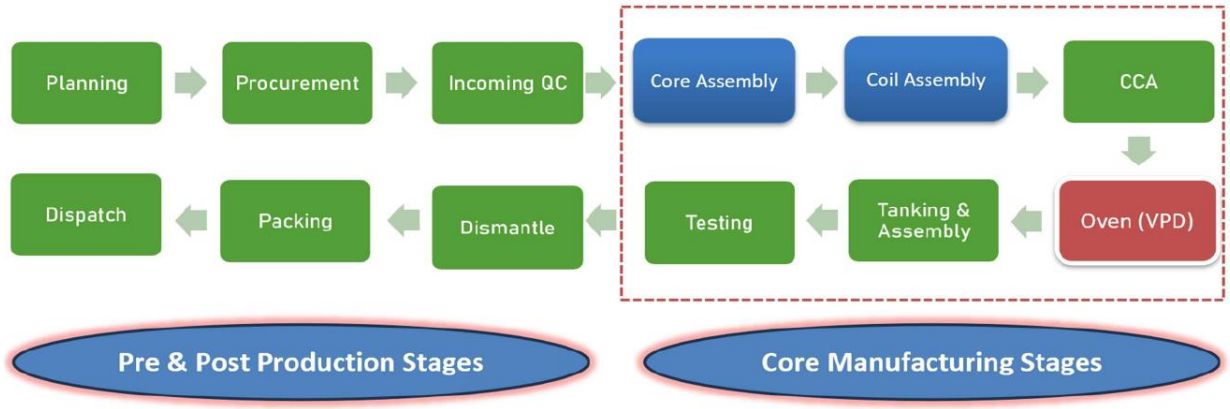
The completed transformer is then subjected to routine testing and quality inspection procedures including insulation, voltage, operational and performance tests to ensure compliance with applicable standards and customer specifications. Upon successful completion of testing, final assembly and finishing activities are undertaken before the transformer is prepared for dispatch.

CRGO Processing

The CRGO cutting and slitting process is a critical manufacturing activity undertaken for preparation of transformer core laminations. In this process, CRGO (Cold Rolled Grain Oriented) electrical steel coils are slit and cut into required widths and dimensions as per transformer design specifications. The process involves precision slitting, cutting, hole punching and shaping operations to achieve accurate dimensions and minimise burr formation.

The processed CRGO laminations are thereafter used for core assembly of transformers, wherein precision cutting plays a significant role in reducing core losses, improving magnetic performance and enhancing overall transformer efficiency. The process requires strict qualitycontrol measures to maintain dimensional accuracy, surface quality and grain orientation characteristics of the CRGO material.

Flow diagram of Core Stages involved in Transformer Manufacturing Process



Raw Materials, Procurement and Inventory Management

We procure key raw materials from a combination of domestic and international suppliers. These include CRGO electrical steel, copper and aluminium conductors, transformer oil, insulation materials, radiators and other components used in transformer manufacturing. Certain inputs, including continuously transposed conductor, are sourced through international markets. Unprocessed CRGO is procured through our Material Subsidiary and is subsequently processed at its CRGO Processing Facility for use in our manufacturing operations. Raw materials are stored in designated areas in line with internal inventory norms.

Procurement is generally undertaken based on confirmed orders and production planning requirements. Depending on the contractual framework, certain orders incorporate price variation mechanisms, while others may be based on fixed pricing arrangements. Raw materials received at our facilities are subject to quality verification procedures prior to being released for use in production.

We engage with multiple suppliers and assess them from time to time based on parameters such as delivery performance, quality consistency and commercial considerations. While we maintain ongoing commercial arrangements with several vendors, procurement is typically undertaken on a purchase order basis rather than long-term supply contracts.

Product Development and Design

Our product development activities are integrated with our in-house design and engineering functions and support the development of application-specific transformer solutions. These activities are undertaken by our design and development team, which works in coordination with manufacturing and quality functions.

We use design tools, computer-aided design software and internal systems for design development, parameter management and optimisation of transformer configurations. Our development capabilities include design of transformers across different voltage classes and applications, including those requiring compliance with customer-specific technical specifications.

Our product development process involves design validation, prototyping and testing, including routine and type tests carried out at our in-house testing facilities. These include tests such as impulse and temperature rise testing, which support verification of design parameters and product performance.

Our design and development capabilities are supported by our experience in manufacturing transformers for sectors such as railways, metro rail, renewable energy and industrial applications, where compliance with technical specifications and performance requirements is critical.

Sales and Marketing

Our sales efforts are focused on order acquisition across key end-use sectors, including railways, metro rail, renewable energy, utilities and industrial applications. We supply our products to customers across domestic and international markets, including EPC contractors, utilities, developers and private sector participants operating in power, infrastructure and industrial segments.

Customer onboarding is primarily undertaken through direct, enquiry-driven engagement, with a smaller portion of orders sourced through structured procurement processes.

(i) EPC contractors, developers and project participants (enquiry-led)

For a significant portion of our business, including railways sector, onboarding is driven through direct engagement with EPC contractors, developers and project participants. Opportunities typically arise through enquiries, ongoing relationships and project-level discussions. This process involves technical discussions, exchange of specifications and submission of techno-commercial proposals. Customers may undertake vendor assessments or technical evaluations prior to finalising commercial terms. Upon agreement, a purchase order is issued, following which execution is carried out in line with customer-specific requirements and delivery schedules.

(ii) Utilities and other institutional customers (select tender / qualification-based procurement)

For certain customers, particularly utilities and select institutional entities, onboarding is undertaken through formal procurement processes. These involve submission of technical and commercial bids and evaluation based on specified qualification and commercial criteria. Successful bidders are awarded orders in accordance with the applicable procurement framework.

Our sales function coordinates with internal teams to address customer-specific technical requirements. We also undertake business development and marketing activities, including participation in industry events and customer interactions, to support engagement with existing and prospective customers. In addition, we also seek to enhance market visibility and customer outreach through participation in industry forums, conferences, exhibitions and other business development platforms. These efforts are intended to strengthen our market presence, support engagement with prospective customers and industry stakeholders, and enable us to track sectoral developments and emerging project opportunities across our focus markets.

Our products are supplied from the Transformer Manufacturing Facility directly to the project sites managed by our customers. Deliveries are coordinated in line with project schedules and site-specific requirements, supported by appropriate packaging to ensure safe transportation. Our sales and service teams coordinate to support order execution and post-delivery customer requirements.

During the last three Fiscals, we have served a customer base of 291 customers in India and 17 customers across eleven countries internationally. During the last three Fiscals, we exported our products to countries including the United States of America, Kingdom of Bahrain, Nepal, Nigeria, Saudi Arabia, Spain, UAE, United Kingdom, Zimbabwe, Mexico and Australia. With respect to international markets, our business development efforts are focused on expanding our presence in selected overseas geographies where power infrastructure investments and demand for cost-competitive, quality-certified transformer manufacturers present opportunities for growth. Our export marketing efforts are focused on strengthening customer relationships in such markets, identifying new opportunities through direct engagement and market outreach, and leveraging our technical capabilities and manufacturing competitiveness to serve customers outside India.

Competition

Competition in the transformer manufacturing industry arises from both domestic and international manufacturers across product types, voltage classes and end-use sectors. The level and nature of competition vary based on product category, technical complexity, customer segment and geography. Key competitive factors include technical and engineering capability, product quality, pricing, manufacturing capacity, delivery timelines, testing infrastructure and the ability to meet customer-specific technical requirements. In certain sectors, including railways, metro rail, renewable energy, utilities and industrial applications, vendor qualification requirements, prior execution experience and compliance with customer-specific standards also influence competitive positioning. Accordingly, we compete with a range of manufacturers depending on the product, application and market. Some of the key peers in India include Transformers and Rectifiers India Limited (TARIL), Voltamp Transformers Limited, Atlanta Electricals Limited, Shilchar Technologies Limited, Marson Limited, Indo Tech Transformers Limited and Danish Power Limited. For details, see "*Industry Overview*" on page 157.

Utilities

Utilities support key functions across our manufacturing operations, including production, drying and testing processes. Our operations require a continuous supply of power to support manufacturing activities and operation of plant and equipment. We primarily source power from local utilities under standard supply arrangements. In Fiscals 2026, 2025 and 2024, our power and fuel expenses were ₹ 6.14 million, ₹ 3.53 million and ₹ 4.41 million, respectively, representing 0.21 %, 0.17% and 0.19% of our total expenses in the respective Fiscals.

We maintain DG sets, which support continuity of operations in the event of supply disruptions. Our manufacturing processes are not water-intensive; however, water is required for operational and ancillary purposes. Such requirements are met through local supply arrangements.

Transportation

We utilise third-party logistics service providers for transportation of raw materials to our Transformer Manufacturing Facility and for dispatching finished products to designated locations. Logistics providers are engaged based on delivery schedules, cargo specifications and project requirements. Transportation modes are selected based on the nature of materials, handling requirements and delivery timelines. Transformers and related equipment are packaged in accordance with industry practices to ensure safe handling, transportation, and delivery to project sites. Packaging is designed to safeguard against mechanical shocks, moisture ingress, and transit damage. Our Transformer Manufacturing Facility is located in Vadodara, Gujarat, with access to road transport networks and connectivity to ports. In Fiscals 2026, 2025 and 2024, our transportation, freight, duty and handling charges were ₹ 89.35 million, ₹ 42.65 million and ₹ 48.62 million, respectively, representing 2.14%, 1.57% and 1.96% of our revenue from operations.

Information Technology

Our information technology systems support our operations, design processes, planning and decision-making. We have deployed an ERP system tailored to our operations, which integrates key business processes including design, production, inventory management, finance, procurement and customer order management. This supports coordination across functions and facilitates monitoring of operational activities. We use design and simulation tools, including CAD and Solid Edge, for engineering and design of transformers and related electrical solutions. These systems support design accuracy, parameter management and coordination with manufacturing and testing functions. We also utilise automation tools to support procurement, manufacturing, dispatch and financial workflows, and maintain cybersecurity measures, including network security and data protection systems.

Human Resources

As of March 31, 2026, we had 192 full-time employees. The following table provides a break-down of our employees by function as of March 31, 2026:

Function	Number of employees
Manufacturing	117
Design	12
Quality and testing	15
Sales and marketing	8
Finance and accounts	4
Sourcing and Purchase	22
Legal	1
Administration / security	9
Senior management	4
Total	**192**

We also engage contract workers in our Manufacturing Facilities for execution of specific tasks in the manufacturing process, such as winding, tanking and core-coil assembly. As of March 31, 2026, we had a total of 49 contract workers.

Quality Assurance, Quality Control and Testing

We have implemented a quality management system with quality checks at key stages of manufacturing, including core assembly, winding, tanking and final testing. Our quality assurance and testing framework is supported by our in-house design and engineering capabilities, which enable us to design each transformer in accordance with customer-specific technical requirements, including voltage class, load profile, energy loss specifications, environmental classification and application conditions. Our design framework integrates electrical and mechanical engineering elements and is supported by simulation-led validation processes, including the use of 2D and 3D modelling tools such as CAD and Solid Edge, enabling us to optimize core and winding configurations, thermal performance, losses and load-handling characteristics.

Our testing capabilities are supported by our in-house NABL-accredited laboratory, compliant with applicable IS and IEC standards. The laboratory supports routine and type testing, including impulse and temperature rise tests, enabling prototype validation and product verification. In-house testing and quality assurance processes are critical for qualification and execution in specialised transformer applications such as supply of Scott-connected traction transformers and auto transformers for projects undertaken by Indian Railways. These capabilities are also important for serving other technically demanding and approval-driven sectors, including metro rail, renewable energy and BESS and complex industrial applications, where application-specific design, testing and product qualification are critical. Our dry-type cast resin transformers hold E2, C2 and F1 classifications tested at CESI laboratories in Italy under IEC 60076-11. We are one of the few manufacturers in India who has C2, E2, F1 classifications issued by CESI, Italy *(Source: CRISIL Report)*. This demonstrates compliance with stringent international quality and safety standards, reflecting robust design, and reliable operation in harsh environments *(Source: CRISIL Report)*.

Our quality and testing function is supported by a team of 15 employees as of March 31, 2026. We conduct product development through a design team of 12 employees as of March 31, 2026. Our facilities are also certified as ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018. Further, we have obtained IRCLASS Systems & Solutions Private Limited certification for applicable product categories, which involves a two-stage audit comprising documentation review and on-site implementation assessment, followed by annual surveillance audits. Our quality framework also includes non-conformity reporting and corrective and preventive action mechanisms intended to identify, track and address process or quality deviations on an ongoing basis. Our design-led, quality-focused approach supports lifecycle performance, reliability and maintenance considerations and differentiates us from standardised manufacturing models. Our focus on quality and reliability is reflected in our operating performance, including no warranty claims from our customers for transformer failures during the last three Fiscals.

Health and Employee Safety

We conduct our operations in accordance with applicable health, safety and environmental laws and regulations. Our safety framework is guided by our internal policies, including our Environment, Health and Safety Policy. We have implemented safety practices across our Transformer Manufacturing Facility to manage workplace risks and support safe operations. These include use of personal protective equipment, safety training, fire detection and suppression systems, emergency response arrangements and periodic safety assessments. We maintain ISO 45001:2018 certification for occupational health and safety management systems. Our operations include processes for monitoring safety performance, reporting incidents and implementing corrective actions, as applicable. We also maintain safety management systems and conduct periodic internal and external reviews of health and safety practices.

Corporate Social Responsibility

In accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, our Board of Directors has constituted a Corporate Social Responsibility ("CSR") Committee and adopted a CSR policy. Pursuant to this policy, we undertake CSR activities from time to time, including initiatives supporting women's empowerment initiatives, eradication of hunger, among other causes. Our CSR expenditure obligation for the relevant periods is set forth below:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
CSR expenditure amount	6.31	2.30	0.74
Spent amount	1.50	1.63	Nil
Unspent amount for the period	4.81	0.67	0.74
Date and details of transfer of unspent CSR amounts	Transfer of ₹4.78 million to CSR bank account and ₹0.03 million PM Cares fund on June 13, 2026.	Transfer of ₹0.67 million to PM Cares fund on June 13, 2026.	Transfer of ₹0.74 million to PM Cares fund on June 13, 2026.

Intellectual Property

As on date of this Draft Red Herring Prospectus, we have one trademark registered in the name of our Company, for our corporate logo " " under class 9. For further details, see, "*Government and Other Material Approvals – Intellectual Property*" on page 410.

For further details about the risks associated with this, see "*Risk Factors – Our inability to maintain, protect and enforce our intellectual property rights, could adversely affect our business, results of operations and financial condition. Further, we may be subject to risks of infringement claims*" on page 66.

Insurance

Our business and operations are subject to risks inherent in the transformer manufacturing industry, including risks of equipment failure, work accidents, fire, theft, natural disasters and other force majeure events that may result in loss of life, personal injury or damage to property and assets. We maintain insurance policies for our assets, including plant and machinery, inventories and vehicles. These typically include policies such as fire and special perils insurance, burglary insurance for stocks and marine cargo insurance for transit risks.

Our insurance policies are subject to standard exclusions, deductibles and limits on the amounts recoverable. We periodically review our insurance coverage in light of our operations and risk profile. For further details, see *"Risk Factors – Our operations require us to maintain various insurance policies including but not limited to insurance policies such as fire, burglary, commercial vehicle, motor vehicle and marine cargo, covering our plant and machinery, finished stocks, stock-in-trade, stock in transit and other fixed assets, etc. As on March 31, 2026, the total insurance coverage maintained by our Company and our Material Subsidiary was ₹1,006.21 million which was 78.20% of the insurable assets as per the Restated Consolidated Financial Information. Our insurance coverage may not be sufficient or adequate to protect us*

against all material hazards or our insurance claims under the insurance policies maintained by us will be honoured fully, which may adversely affect our business, financial condition and results of operations" on page 43.

Material Properties

Details of the material properties of our Company as of the date of this Draft Red Herring Prospectus are provided below:

S. No.	Purpose	Address	Owned/ Leased	Name of Lessor	Area (in square meters)	Date of Lease Deed / Acquisition Date	Tenure
1.	Registered and Corporate Office and Transformer Manufacturing Facility	Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, District-Vadodara, Gujarat - 391510, India	Leased	United Insulation Industries (a proprietorship firm of our Promoter)	18,684.63	June 25, 2026	20 years
2.	Proposed Facility	City Survey Nos. 26/1, 26/2, 28p1, 28p2, 29/1, 29/2, 30 p1, 30 p2, 31, 32, 34, 80p/1 at Village Nurpura of Taluka Halol in District Panchmahal, Gujarat - 391510, India	Owned	-	85,493.67	April 09, 2026	NA

Awards and Accreditations

For details of our awards and accreditations, see "*History and Certain Corporate Matters – Key awards, accreditations certifications, and recognitions received by our Company*" on page 285.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see "Government and Other Approvals" on page 408 of this Draft Red Herring Prospectus.

A. Industry Specific Laws

Legal Metrology Act, 2009 (the "Legal Metrology Act")

The Legal Metrology Act came into effect on January 14, 2010 and has repealed and replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology 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 and for matters connected therewith or incidental thereto. The Legal Metrology Act provides that for prescribed specifications for all weights and measures used by an entity to be based on metric system only. Such weights and measures are required to be verified and re-verified periodically before usage. Under the provisions of the Legal Metrology Act, pre-packaged commodities are required to bear statutory declarations and entities are required to obtain a registration of the instruments used before import of any weight or measure. Approval of model is required before manufacture or import of any weight or measure. Without a license under the Legal Metrology Act, weights or measures may not be manufactured, sold or repaired. Further, the Legal Metrology Act lays down penalties for various offences, including but not limited to, use or sale of nonstandard weight or measure, contravention of prescribed standards, counterfeiting of seals and tampering with license.

Bureau of Indian Standards Act, 2016 (the "BIS Act")

Bureau of Indian Standards Act, 2016 provides for the establishment of the Bureau of Indian Standards ("BIS") for the development of the activities, inter alia, standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services, and for matters connected therewith and incidental thereto. Functions of the BIS include, inter alia, (a) recognizing as an Indian standard, with the prior approval of the Central Government, the mark of any international body or institution at par with the standard mark, for such goods, articles, process, system or service in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; (c) providing training services in relation to inter alia, quality management, standards, conformity assessment; (d) publishing Indian standards; promotion of safety in connection with any goods, article, process, system or service; and (e) any such other functions as may be necessary for promotion, monitoring and management of the quality of goods, articles, processes, systems and services and to protect the interests of consumers and other stakeholders. 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.

Steel and Steel Products (Quality Control) Order, 2024 ("Steel Products Order")

In consultation with the Bureau of Indian Standard, the central Government notified the Steel Products Order on February 5, 2024. The Steel Product Order shall apply to steel and steel products specified in column (3) of Schedule 1 and goods or articles specified in column (2) of Schedule 2, annexed to this Order, except steel and steel products manufactured domestically for export which conform to any other specification required by a foreign buyer. Any person who contravenes any of the provisions of the Steel Products Order shall be punishable under section 29 of the Bureau of Indian Standards Act, 2016 (11 of 2016).

B. Labour related laws and regulations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

In order to rationalise and reform labour laws in India, the Government has enacted the following codes:

(i) The Code on Wages, 2019

The Code on Wages, 2019, subsumes four legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It provides for a new definition of 'wages' and minimum wages to be notified for all employees in all industries, based on the categories of employees and/or geographical locations and other conditions of service, which shall be equal to or above the rate of floor wages set by the Central Government, and further mandates fixation of wage period and timely wage payment. It also requires that pay parity should be ensured for all genders, and provides for payment of annual bonus, and normal working hours to be prescribed (with the requirement to pay overtime at twice the normal pay rates in the event an employee works beyond the normal working hours). On December 18, 2020, the Government of India notified certain provisions of the Code on Wages, 2019. Subsequently on November 21, 2025, the Government of India notified the remaining provisions of the Code on Wages, 2019.

(ii) The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety Code subsumes 13 legislations such as the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, among others.

The Occupational Safety Code provide for definitions of key terms including 'contract labour', 'contractor', 'principal employer' and 'establishment', annual leave with wages and prescription of working hours and rest intervals, special provisions on employment of women in night shifts, and prescription of health and safety obligations and provision of welfare facilities. The Occupational Safety Code provides for a common registration to be obtained by establishments (including factories and commercial establishments), license for contractors supplying contractor labour, and scope for prescription of requirement for factories to obtain specific licenses, etc. The Occupational Safety Code also regulates the employment of contract labour including inter-state migrant workers in certain establishments including with respect to prohibition of engagement of contract labour in core activities, and provisions for welfare and health of contract labour. On May 3, 2021, the Government of India notified certain provisions of the Code on Social Security, 2020. Subsequently, through the notification dated November 21, 2025, the Government of India brought into force the remaining sections of the Code on Social Security, 2020.

(iii) The Industrial Relations Code, 2020

The Industrial Relations Code, 2020, subsumes three legislations inter alia the Trade Unions Act, 1926, The Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947. The objective of the Industrial Relations Code, 2020, is to promote industrial harmony whilst balancing worker protection with business flexibility. The key provisions include (i) recognition of negotiating union and negotiation council, (ii) specific recognition of fixed-term employment with equal benefits including parity in wages, working hours, and allowances with permanent workers, (iii) definitions of key terms including 'employee' and 'worker', (iv) conditions for lay-offs, retrenchment and closure, including increase in the head count threshold from 100 to 300 workers for applicability of certain special provisions of retrenchment, lay-off and closure to factories, mines and plantations, (v) constitution of a grievance redressal committee with equal employer and employee representatives, (vi) mandatory notice requirements for strikes and lock-outs in all industrial establishments, (vii) provision of notice to workers prior to change in certain conditions of service, (viii) prohibition of identified unfair labour practices, (ix) adoption and certification of standing orders, and (x) dispute resolution through conciliation, labour courts and industrial tribunals. Through notification dated November 21, 2025, the Government of India has notified all the sections of the Industrial Relations Code, 2020.

(iv) The Code on Social Security, 2020

The Code on Social Security, 2020 subsumes 9 social security related legislations, inter alia the Employee's Compensation Act, 1923, the Employee's 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. The Code on Social Security, 2020 provides for a common registration to be obtained, social security provisions including on provident fund, pension, and employees' deposit-linked insurance, employees' state insurance coverage and benefits including sickness benefit, disablement benefit, etc, compensation to be paid to employees for workplace injuries/occupational

diseases, maternity benefits, gratuity payments including to fixed-term employees, and prescription of social security benefits including for building and other construction workers, unorganised workers, gig workers and platform workers. Employers are required to obtain necessary registration and make necessary contributions/payments as prescribed. On May 3, 2021, the Government of India notified certain provisions of the Code on Social Security, 2020. Subsequently, through the notification dated November 21, 2025, the Government of India brought into force the remaining sections of the Code on Social Security, 2020.

C. Environmental Laws

The major statutes in India which seek to regulate, and protect the environment from, pollution related activities in India include Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016, Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981. A brief description of these statutes are as follows

Water (Prevention and Control of Pollution) Act, 1974 ("the Water Act")

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the central and state pollution control board. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, using any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases, the state pollution control board may cause the local magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines and/or imprisonment.

The Air (Prevention and Control of Pollution) Act, 19891 ("the Air Act")

Under the Air Act, the relevant state pollution control board may inspect any industrial plant or manufacturing process and give orders, as it may deem fit, for the prevention, control, and abatement of air pollution. Further, under the provisions of the Air Act, the industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants laid down by the relevant state pollution control board, in consultation with the central pollution control board. Under the Air Act, the state pollution control boards are empowered to declare air pollution control areas and consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding installation of pollution control equipment and the quantity of emissions permitted at the industrial plant.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, as amended from time to time (the "Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. A list of hazardous wastes and processes that generate hazardous waste have been specified under the Hazardous Waste Rules. We are required to obtain authorizations for, inter alia, the generation, processing, treatment, package, storage, transportation, use, collection, destruction or transfer of the hazardous waste from the concerned state pollution control board.

D. Intellectual Property Laws

The Trade Marks Act, 1999 (the "Trademarks Act")

The Trademarks Act governs the statutory protection of trademarks and prohibits any registration of deceptively similar trademarks, among others. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of such marks. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trade mark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration are required to be restored. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010 ("**Trademark Amendment Act**") simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark Amendment Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

E. Tax Laws

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every domestic or foreign company whose income is taxable under the provisions of this Act or rules made under it depending upon its "*Residential Status*" and "*Type of Income*" involved. Under section 139(1) every Company is required to file its income tax return for every previous year by October 31 of the assessment year. Other compliances like those relating to tax deduction at source, fringe benefit tax, advance tax, and minimum alternative tax and the like are also required to be complied with by every company.

Goods and Service Tax Laws

Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as the Constitution (One Hundred and First Amendment) Act, 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by central on intra-state supply of goods or services and by the states including union territories with legislature/ union territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the central and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), State Goods and Services Tax Act, 2017 ("**SGST**"), Union Territory Goods and Services Tax Act, 2017 ("**UTGST**"), Integrated Goods and Services Tax Act, 2017 ("**IGST**") and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976 and Gujarat State Tax on Professions, Trades, Callings and Employments Rules, 1976

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The respective state governments are empowered to structure, formulate, and collect professional tax under their jurisdiction. The tax levied on the incomes of individuals, profits of businesses, and gains from vocations, is in accordance with List II of the Seventh Schedule of the Constitution of India. Professional tax is categorized under various tax slabs as defined by the respective state governments. Under the applicable state acts, employers are required to deduct the professional tax payable by any person earning a salary or wage from their remuneration before disbursing it. Employers are responsible for remitting the tax, regardless of whether the deduction has been made, and must obtain registration from the assessing authority in the prescribed manner. Additionally, individuals liable to pay professional tax under these acts, other than those earning salaries or wages (for whom the employer is responsible for tax payment), are required to obtain a certificate of enrolment from the assessing authority.

F. Laws relating to foreign investment trade

Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder ("Foreign Trade Act")

Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder ("Foreign Trade Act")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 licence, granted by the Director General to that person in a manner and subject to conditions as may be prescribed. An importer exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain IEC shall at tract penalties under the FTA.

The Foreign Exchange Management Act, 1999 ("FEMA")

Foreign investment in India is governed by the provisions of FEMA along with the rules, regulations and notifications made by RBI thereunder, and the Consolidated Foreign Direct Investment Policy ("**FDI Policy**") issued by the DPIIT from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. As per the current FDI Policy (effective October 15, 2020), 100% foreign direct investment is allowed for companies in the manufacturing sector through the automatic route.

Customs Act, 1962 ("Customs Act")

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any Company requiring to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under Foreign Trade (Development and Regulation) Act, 1992, as amended (the "**FTDR**"). Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance.

G. General Statutory Legislations

The Digital Personal Data Protection Act, 2023 ("DPDP Act")

The DPDP Act received the assent of the President of India on August 11, 2023, and the provisions of the DPDP Act shall come into effect on such date as the Central Government may notify in the official gazette. The DPDP Act provides for collection and processing of digital personal data by persons, including companies. The significant data fiduciaries, as defined under the DPDP Act, will be required to appoint an independent data auditor who will evaluate their compliance with the DPDP Act. The Central Government will also establish the Data Protection Board of India, whose key functions include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by data principals. The Indian Ministry of Electronics and Information Technology has released the Draft Digital Personal Data Protection Rules, 2025 ("DPDP Rules") for public consultation. The DPDP Rules regulate the processing of personal data in India, ensuring individuals privacy rights are protected.

Information Technology Act, 2000 ("IT Act")

The IT Act was enacted with the purpose of providing legal recognition to transactions carried out by the means of electronic data interchange and other means of electronic communication, commonly referred to as electronic commerce, which involve the use of alternatives to paper-based methods of communication and storage of information. The IT Act also seeks to facilitate electronic filing of documents and create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. The IT Act has extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. The Information Technology (Amendment) Act, 2008, which amended the IT Act facilitates electronic commerce by recognising contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorised access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and, damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto.

Competition Act, 2002 ("Competition Act")

The Competition Act is an act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India ("Commission") is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16 (1) of the Competition Act) he shall be

punishable with a fine which may exceed to rupees one lakh for each day during such failure subject to maximum of rupees one crore, as the Commission may determine.

H. Securities Laws

The following laws are applicable to us after listing of our Equity Shares on the Stock Exchanges including amendments:

Security and Exchange Board of India Act, 1992 ("SEBI Act")

The main legislation governing the activities in relation to the securities markets in India is the SEBI Act and the rules, regulations and notifications framed thereunder. The SEBI Act was enacted to provide for the establishment of SEBI whose function is to protect the interests of investors and to promote the development of, and to regulate, the securities market. SEBI also issues various circulars, notifications and guidelines from time to time in accordance with the powers vested with it under the SEBI Act. SEBI has the power to impose (i) monetary penalty under the SEBI Act and the regulations made thereunder, and (ii) penalties prescribed under various regulations, including initiating prosecution under the SEBI Act.

Securities Contracts (Regulation) Act, 1956 ("SCRA")

The SCRA was enacted to prevent undesirable transactions in securities by regulating the business of dealing in securities and providing for certain matters connected therewith. The SCRA provides, amongst other things, the definition of 'securities', the manner and procedure for recognition of stock exchanges, and provides recognized stock exchanges the powers to make bye laws for regulation and control of contracts for, or relating to, the purchase or sale of securities.

Securities Contract (Regulation) Rules, 1957 ("SCRR")

The SCRR provides, among other things, the requirements with respect to listing of securities on a recognized stock exchange, the manner of submitting applications for recognition of stock exchanges, and the qualifications for membership of a recognized stock exchange. It also empowers SEBI to appoint people to inspect the books of accounts and other documents to be maintained and preserved by every member of a recognized stock exchange, in terms of these rules.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

SEBI Listing Regulations sets out the listing obligations and disclosure requirements for listed entities across various types of securities, for transparency, investor protection, and corporate governance. The SEBI Listing Regulations also require listed entities to file audited annual and unaudited quarterly reports along with other reporting obligations.

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations")

SEBI ICDR Regulations regulates the issuance of capital and disclosure requirements for companies raising funds through various channels including, inter alia, initial public offer, further public offer, rights issue and qualified institutions placement. It sets out the guidelines and frameworks that companies must follow to issue securities to the public. It also outlines the disclosure requirements pertaining to all material information, risks, and details about the financial position of the company.

SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations")

The SEBI Insider Trading Regulations prohibits an insider from trading in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed. 'Insider' includes a connected person or a person in possession of unpublished price sensitive information. An insider can trade in the securities of the Company by formulating a trading plan and presenting it to the compliance officer, designated by the Board of Directors for ensuring compliance with the Insider Trading Regulations, for his approval and public disclosure pursuant to which trades may be carried out by the insider in accordance with the trading plan.

Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations")

The SEBI SAST Regulations govern the acquisition of shares or control in listed companies. Acquirers who cross specific thresholds must make an open offer to public shareholders to give them an exit option. The regulations

ensure that all takeovers or control changes are transparent and equitable. The regulations include detailed timelines, pricing norms, and disclosure requirements. These regulations are critical in maintaining fairness during mergers, acquisitions, and hostile takeovers.

SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 ("Unfair Trade Practices Regulations")

The Unfair Trade Practices Regulations aim to regulate, investigate and penalize fraudulent activities and unfair trade practices by SEBI's registered intermediaries, with a view to ensure investor protection in the market. The Unfair Trade Practices Regulations provide the classification and criteria for dealings or activities that would be considered as manipulative, fraudulent or unfair to the investors and also confers powers to investigating authorities to investigate and penalize the registered intermediaries in case of defaults.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was incorporated as "TMC Transformers (India) Private Limited" under the provisions of the Companies Act, 1956, pursuant to certificate of incorporation dated February 18, 2009, issued by the Assistant Registrar of Companies, Andhra Pradesh at Hyderabad. The registered office of our Company was shifted from the state of Telangana to the state of Gujarat pursuant to a resolution passed by our Shareholders on November 02, 2018, and a certificate of registration dated March 18, 2019, pursuant to order of the Regional Director, Hyderabad, India dated January 11, 2019. Subsequently, our Company was converted into a public limited company pursuant to resolutions passed by our Board on April 20, 2025, and our Shareholders on May 28, 2025, consequent to which its name was changed to "TMC Transformers (India) Limited", and a fresh certificate of incorporation was issued on June 11, 2025 by Registrar of Companies, Central Processing Centre.

Changes in the Registered Office of our Company

Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Date of Change	Details of change in the registered office	Reasons for change
October 09, 2009	The registered office of our Company was shifted from No. 104, Metro Palmgrove Apartments, Raj Bhavan Road, Somajiguda, Hyderabad - 500082, Andhra Pradesh, India to Unit 3A & 3B, Ground Floor, Block-2, Cyber Pearl Information Technology Park Pvt Ltd, Hitec City, Madhapur, Hyderabad – 500081, Andhra Pradesh, India	For operational convenience
May 12, 2016	The registered office of our Company was shifted from Unit 3A & 3B, Ground Floor, Block-2, Cyber Pearl Information Technology Park Pvt Ltd, Hitec City, Madhapur, Hyderabad – 500081, Telangana, India to Flat #408, Mamata Estate Allwyn Cross Roads, Miyapur, Hyderabad – 500049, Telangana, India	For operational convenience
November 02, 2018	The registered office of our Company was shifted from Flat#408, Mamata Estate Allwyn Cross Roads, Miyapur, Hyderabad – 500049, Telangana, India to Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, Vadodara – 391510, Gujarat, India	For operational convenience

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are as follows:

"To carry on the business of study, design, develop, build, manufacture, produce, job work, import, export, procure, construct, install, maintain, supply on turnkey, lease, hire, repair and market electromechanical plants and equipment and static electrical equipments such as transformers and their parts including design and development services for the production or marketing process of electromechanical plants and equipment, static electrical equipments and their parts."

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out.

Amendments to our Memorandum of Association in the last 10 years

Set out below are the amendments to our MoA in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' Resolution / Effective Date	Details of the amendments
September 29, 2018	Clause III of our Memorandum of Association was amended to reflect the change in the heading of sub-clause (A) to "*The object pursued by the company on its incorporation*".
	Clause III of our Memorandum of Association was amended to reflect the change in the heading of sub-clause (B) to "*Matters which are necessary for furtherance of the objects specified in clause III(A)*".
	Clause III of our Memorandum of Association was amended to reflect the change in sub-clause (B)(11) to "*Subject to and in accordance with the provisions of the Companies Act, or any other enactment, to contribute to any individual, corporate, political party or social bodies, association or trust.*"
	Clause III (C) of our Memorandum of Association in relation to other objects clause was deleted.
	Clause IV of our Memorandum of Association of our Company was amended to reflect the change: "*The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.*"
November 02, 2018	Clause II of our Memorandum of Association was amended to reflect the change in registered office of our Company from the state of Telangana to the state of Gujarat.

Date of Shareholders' Resolution / Effective Date	Details of the amendments
May 28, 2025	Clause I of our Memorandum of Association was amended to reflect the change in the name of our Company from "*TMC Transformers (India) Private Limited*" to "*TMC Transformers (India) Limited*".
September 11, 2025	Clause V of the MoA was amended to reflect the increase in authorized share capital of our Company from ₹ 5,000,000 divided into 500,000 Equity Shares of ₹ 10 each to ₹ 100,000,000 divided into 10,000,000 Equity Shares of ₹ 10 each by creation and addition of 9,500,000 Equity Shares of ₹ 10 each.
February 09, 2026	Clause V of the MoA was amended to reflect the reclassification and increase in authorized share capital of our Company from ₹ ₹ 100,000,000 divided into 10,000,000 Equity Shares of ₹ 10 each to ₹ 100,020,000 divided into 10,000,000 Equity Shares of ₹ 10 each and 2,000 Preference Shares of ₹ 10 each.
May 29, 2026	Clause V of the MoA was amended to reflect the increase in authorized share capital of our Company from ₹ 100,020,000 divided into 10,000,000 Equity Shares of ₹ 10 each and 2,000 preference shares of ₹ 10 each to ₹ 850,020,000 divided into 85,000,000 Equity Shares of ₹ 10 each and 2,000 Preference Shares of ₹ 10 each.

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Calendar Year	Particulars
2009	Incorporated as a private limited company, carrying on the business of transformer design consultancy services, and became a subsidiary of TMC Italia S.p.A.
2018	Acquisition of our Company by our Promoter, Hriday Narayan R Shukla*
2019	Successfully completed E2, C2 and F1 classifications at CESI laboratories in Italy under IEC 60076-11
	Commenced designing, manufacturing and supply of dry type transformers
	Established an in-house laboratory accredited by the National Accreditation Board for Testing and Calibration Laboratories (NABL)
2020	Commenced designing, manufacturing and supply of oil filled furnace transformers
2022	Supplied customized dry-type transformers for metro rail projects and participated in smart grid implementation initiatives across cities.
2023	Designed, manufactured and supplied first tower transformer to a marquee customer
2025	Acquisition of our Material Subsidiary, Anshuman Transpower System Private Limited, having an installed CRGO processing capacity of 4,500 MT
	Successfully completed short circuit test and obtained RDSO approval for 100 MVA / 132 kV and for 100 MVA / 220 kV Scott-connected traction transformers
2026	Commencement of operations by our Material Subsidiary at the new CRGO Processing Facility with an increased installed processing capacity of 7,000 MT
	Acquisition of non-agricultural land admeasuring 85,493.67 square meters for setting up the Proposed Facility
	Passed short circuit test for 160 MVA / 220 kV Power Transformer conducted by NHPTL in accordance with IEC 60076:5
	Received investments from India SME Investments Fund II, Motilal Oswal Finvest Limited and Frangipani Capital Advisors LLP

* *For further details, see "Our Business – Overview" and "Capital Structure – History of build-up of Promoter's shareholding (including Promoter's contribution) and Lock-in of Promoter's shareholding" on pages 247 and 107, respectively.*

Key awards, accreditations and recognition received by our Company

The table below sets forth certain key awards, accreditations, certifications and recognitions received by our Company

Calendar Year	Particulars
2017	Received accreditations for ISO 9001:2015 (Quality Management Systems)
2018	Received trademark registration certification for "TMC India, Power to create" under Class 9.
2023	Received RDSO approval for development of (i) 8 MVA, 55/27.5 kV auto transformer, (ii) 12.3 MVA, 55/27.5 kV auto transformer, and (iii) 16.5 MVA, 55/27.5 kV auto transformer
2025	Received RDSO approval for development of (i) 60/84/100 MVA, 132 kV /2X55kV Scott-connected traction power transformer, and (ii) 60/84/100 MVA, 220kV/2X55kV Scott-connected traction power transformer
	Received the award for "Supplier Excellence - Transformer" by BSES
	Received certificate of appreciation as "valued customer" under testing and certification category by Central Power Research Institution
2026	Received RDSO approval for development of 60/84/100 MVA, 230/2X55kV Scott-connected transformer

Time/cost overrun in setting up projects

As on the date of this Draft Red Herring Prospectus, our Company has not experienced time/ cost overrun in setting up projects.

Defaults or re-scheduling/ restructuring of borrowings with financial institutions/ banks

There have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our Company's borrowings from the lenders as on the date of this Draft Red Herring Prospectus.

Lockouts and strikes

As on the date of this Draft Red Herring Prospectus, there have been no lockouts or strikes at any time in our Company.

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.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets and capacity/facility creation to the extent applicable, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 247 and 365, respectively.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten years

Except as disclosed below, our Company has not undertaken any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Acquisition of Anshuman Transpower System Private Limited ("ATSPL")

Pursuant to the Share Swap Agreement dated April 16, 2025 ("**Share Swap Agreement**"), entered into between Hriday Narayan R Shukla, Sidhinarayan Ramashankar Shukla, Gaurav R Shukla (therein collectively referred to as the "**Sellers**"), our Company (therein referred to as the "**Purchaser**") and ATSPL, and in accordance with our board resolution dated August 23, 2025, our Company has acquired 10,000 equity shares of face value ₹10 each of ATSPL, representing 100% *(includes 1 Equity Shares allotted to Hriday Narayan R Shukla on behalf of and as nominee of our Company)* of the issued, subscribed, and paid-up share capital of ATSPL, from the Sellers. The acquisition was undertaken pursuant to a share swap arrangement, in consideration for which our Company issued and allotted 332 fully paid-up Equity Shares having a face value of ₹10 each to the Sellers, at a swap ratio of 30:1. (i.e., 1 equity share of our Company for every 30 equity shares of ATSPL).

Accordingly, our Company has issued and allotted 332 Equity Shares as fully paid up aggregating to a total consideration of ₹ 287.74 million to the Sellers as under:

Name of allotees	Category	Number of Equity Shares allotted
Hriday Narayan R Shukla	Promoter	170
Sidhinarayan Ramashankar Shukla	Promoter Group	81
Gaurav R Shukla	Promoter Group	81
Total		**332**

The Equity Shares so allotted shall rank *pari passu* with the existing equity shares of our Company in all respects, including rights to dividends. The allotment is made for consideration other than cash, being the transfer of the entire issued, subscribed and paid-up share capital of ATSPL to our Company, pursuant to which ATSPL became a wholly owned Subsidiary of our Company.

Effective date:

Pursuant to the Share Swap Agreement, ATSPL became a wholly owned Subsidiary of our Company from April 01, 2025.

Valuation:

The valuation was determined based on the valuation report dated April 01, 2025, prepared by Manish Santosh Buchasia, an independent valuer.

Relationship:

Hriday Narayan R Shukla, one of the Sellers under the Share Swap Agreement, is also the Promoter, Chairman and Managing Director of our Company. Further, Sidhinarayan Ramashankar Shukla and Gaurav R Shukla are members of the Promoter Group of our Company.

The Share Swap Agreement and the valuation report have also been included in "*Material Contracts and Documents for Inspection –Material Documents*" on page 475.

Shareholders' agreements and other material agreements

Except as set out below, there are no other arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, or any other agreements between our Company, our Promoter and Shareholders, or agreements of like nature or agreements containing any clauses/covenants which are material and which needs to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Issue.

A. Key terms of all subsisting shareholders agreements

Amended and Restated Shareholders' Agreement dated June 24, 2026 (hereinafter referred to as "SHA") entered into amongst (a) India SME Investments Fund II ("India SME"), Motilal Oswal Finvest Limited ("Motilal"), Frangipani Capital Advisors LLP ("Frangipani") (collectively "Investors"), (b) our Promoter, (c) Promoter Affiliates (as defined under SHA) (d) Other Shareholders (as defined under SHA) and our Company (together with Investors, Promoter, Promoter Affiliates, Other Shareholders and our Company, "Parties") read with the Waiver Cum Amendment Agreement dated June 26, 2026 (the "WCA Agreement")

The SHA sets out the rights and obligations of the Parties with respect to the management and governance of our Company. The SHA sets out, amongst others, the following matters: (a) right of the Investors to nominate observers on the Board; (b) India SME's right to nominate one director on the Board and committees of the Board and the right of the Promoter to nominate three directors on the Board, one of whom shall be Promoter himself; (c) constitution of valid quorum for the Board, committees of the Board and Shareholders' meetings; (d) certain reserved matters in relation to our Company, including *inter alia* any alteration of share capital, amendments to the charter documents of our Company, constitution of committees of Board and approval or material deviation from the business plan; (e) pre-emptive rights of the Investors in case of further issuance of securities; (f) rights in relation to restrictions on transfer of Equity Shares including right of first refusal and tag-along rights of Investors; (g) anti-dilution protection; (h) information and inspection rights; (i) exit rights; and (j) liquidation preference.

The Parties have entered into the WCA Agreement with the objective of facilitating the Issue. The WCA Agreement (i) sets out certain amendments to the terms of the SHA, (ii) waives certain rights and provides consents to certain matters under the SHA, and (iii) provides for termination of the SHA, in the manner set out in the WCA Agreement. The WCA Agreement sets out certain waivers and provides consents in relation to certain matters, including, amongst others: (i) waiver of certain rights and restrictions under the SHA solely in connection with the Issue, including pre-emptive rights, exit rights and liquidation preference; and (ii) consent in relation to certain matters such as amendment of the Articles of Association of our Company; and (iii) consents in relation to disclosure of the terms and conditions of the SHA and the WCA Agreement in Issue related documents, and for such documents to be made available to the public for inspection in compliance with the SEBI ICDR Regulations, among others.

The provisions of the WCA Agreement shall be effective from the date of filing of this Draft Red Herring Prospectus and shall be terminated with immediate effect without any further action by any party thereto, immediately prior to the filing of the RHP. Further, if the Equity Shares of our Company are not listed on the Stock Exchanges by the QIPO Long Stop Date (i.e., the date at the expiry of 12 months from the date on which the final observation letter is issued by SEBI in relation to the Issue) or the Board decides not to undertake the Issue, as the case may be, the provisions of the SHA shall automatically be reinstated to the position as they stood immediately prior to the execution of the WCA Agreement, subject to the terms set out therein. The WCA Agreement further provides that, save to the extent amended, waived or deleted thereunder, the provisions of the SHA shall continue to remain valid, operative, binding and in full force and effect.

The SHA shall automatically terminate in respect to all parties to the SHA, in its entirety, immediately prior to the date on which the RHP is filed in connection with the Issue, and no Shareholder will continue to have any special rights in our Company.

B. Key terms of other material agreements

Share Subscription Agreement dated January 20, 2026 as amended by the addendum agreement dated February 19, 2026 (hereinafter referred to as "India SME SSA") entered into amongst (a) India SME Investments Fund II ("India SME"), (b) our Promoter (c) Promoter Affiliates (as defined under India SME SSA) (d) Other Shareholders (as defined under India SME SSA) and our Company (together with India SME, Promoter, Promoter Affiliates, Other Shareholders and our Company, "Parties")

Pursuant to the India SME SSA, our Company had issued and allotted 1,023 Series A compulsorily convertible preference shares ("**Series A CCPS**") to India SME and Other Shareholders for an aggregate consideration of ₹763.87 million. As per the valuation report dated February 5, 2026 issued by Manish Santosh Buchasia, the value per Equity Share of our Company was ₹ 7,46,491 as at December 31, 2025.

In terms of the India SME SSA, Series A CCPS shall be converted into Equity Shares prior to the filing of the updated draft red herring prospectus with SEBI at the conversion ratio determined in accordance with the terms of the Series A CCPS. For further details, see "*Capital Structure – Terms of conversion of Series A CCPS"* on page 101.

Share Subscription Agreement dated June 24, 2026 (hereinafter referred to as "Motilal SSA") entered into amongst (a) Motilal Oswal Finvest Limited ("Motilal"), (b) Frangipani Capital Advisors LLP ("Frangipani"), (c) Hriday Narayan R Shukla, our Promoter, and (d) our Company (together with Motilal, Frangipani, Promoter and our Company, the "Parties")

Pursuant to the Motilal SSA, our Company had issued and allotted 5,00,000 Equity Shares to Motilal for a consideration of ₹300.00 million and 3,33,333 Equity Shares to Frangipani for a consideration of ₹199.99 million. As per the valuation report dated June 17, 2026 issued by Manish Santosh Buchasia, the value per Equity Share of our Company was ₹ 600.00 as at June 15, 2026.

Promoter's employment agreement dated February 18, 2026 ("Promoter's Employment Agreement") entered into between our Company and our Promoter, Hriday Narayan R Shukla

Pursuant to the Promoter's Employment Agreement, entered in accordance with the terms of the SHA, our Promoter is responsible for the strategic direction, management oversight and operational control of our Company, subject to supervision of the Board. The agreement also prescribes customary obligations including non-compete, confidentiality and commitment, and sets out restrictions on transfer of control and creation of encumbrances over shareholding.

Agreements with Key Managerial Personnel, Senior Management Personnel, Directors, Promoter, or any other employee

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel, Senior Management Personnel, Directors, Promoter, or any other employees of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Agreements required to be disclosed under clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations

There are no agreements required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations.

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have any holding company.

Our associate and joint ventures

As of the date of this Draft Red Herring Prospectus, our Company does not have any associates or joint ventures.

Our Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company has one wholly owned Subsidiary which is also our Material Subsidiary, details of which are set out below.

Anshuman Transpower System Private Limited ("ATSPL")

Corporate Information

ATSPL was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated June 3, 2020, issued by the Registrar of Companies, Central Processing Centre. Its corporate identification number is U31909GJ2020PTC113758, and its registered office is situated at 38 Bhagat Colony GIDC Road, Susain Circle, Makarpura, Vadodara - 390010, Gujarat, India.

ATSPL became the wholly owned subsidiary of our Company with effect from April 1, 2025. For details, see "– *Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years*" on page 286.

Nature of Business

ATSPL is engaged in the business of study, design, develop, build, manufacture, produce, job work, import, export, procure, consult, install, maintain, supply on turkey, lease, hire, repair and market electromechanical plants and equipment and static electrical equipment such as transformers, Switchgear, Metal Fabrication, MV panel and their parts including design and development services for the production or marketing process of electrotechnical plants and equipment, static electrical equipment and their parts, as authorized under the objects clause of its memorandum of association.

Capital Structure

The authorized, issued, subscribed and paid-up capital of ATSPL is ₹ 100,000 divided into 10,000 equity shares of ₹ 10 each.

Shareholding

The shareholding pattern of ATSPL as on the date of this Draft Red Herring Prospectus, is as follows:

Name of the shareholder	Number of equity shares of face value of ₹ 10/- each	Percentage of the total shareholding (%)
TMC Transformers (India) Limited	9,999	99.99
Hriday Narayan R Shukla*	1	0.01
Total shares	**10,000**	**100.00**

* *As a nominee of our Company*

Selected financial highlights

The brief financial highlights for the Fiscal 2026, Fiscal 2025 and Fiscal 2024 of ATSPL are as follows:

(₹ in million, unless stated otherwise)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Reserves (excluding revaluation reserves)	390.03	219.59	75.58
Sales/ Revenue from operations	754.52	603.07	448.64
Profit/ Loss after tax	170.44	144.01	52.02
Basic earnings per equity share (in ₹)	17,044.81	14,401.04	5,202.30
Diluted earnings per equity share (in ₹)	17,044.81	14,401.04	5,202.30
Net worth	390.13	219.69	75.68

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiary that has not been accounted for by our Company.

Business Interest in our Company

As on the date of this Draft Red Herring Prospectus, except to the extent of being a supplier of raw material, i.e. CRGO electrical steel to our Company in the ordinary course of business except as stated in "*Our Business*" on page 247, our Subsidiary has no business interest in the Company.

Common Pursuits between our Subsidiary and our Company

Our Subsidiary is not engaged in a business similar to the business of our Company.

Other Confirmations

All material clauses of our Articles of Association having a bearing on the Issue have been disclosed in this Draft Red Herring Prospectus.

Except as disclosed in "*Our Promoter and Promoter Group - Interests of our Promoter and Common Pursuits*" on page 307, there is no conflict of interest between our Company, Promoter, Promoter Group, Key Managerial Personnel, Directors, Subsidiary and its directors and any suppliers of raw materials and third-party service providers (who are crucial for operations of the Company).

Except as disclosed in "*Our Promoter and Promoter Group - Interests of our Promoter and Common Pursuits*" on page 307, there is no conflict of interest between our Company, Promoter, Promoter Group, Key Managerial Personnel, Directors, and Subsidiary and its directors and any lessors of immovable properties (who are crucial for operations of the Company).

As on the date of this Draft Red Herring Prospectus, our Subsidiary is not listed in India or abroad. Further, neither has the Subsidiary been refused listing in the last ten years by any stock exchange in India or abroad, nor has our Subsidiary failed to meet the listing requirements of any stock exchange in India or abroad.

OUR MANAGEMENT

In terms of the Articles of Association, our Company is required to have a minimum of three (3) Directors and not more than eight (8) Directors. As on the date of this Draft Red Herring Prospectus, our Board has seven (7) directors on its Board comprising of two (2) Executive Directors, one (1) Non-Executive Nominee Director, and four (4) Non-Executive Independent Directors (including one woman Independent Director). The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

Our Board

Details regarding our Board as on the date of this Draft Red Herring Prospectus are set forth below:

Name, designation, address, occupation, period of directorship, current term, date of birth and DIN	Age (years)	Other Directorships
Hriday Narayan R Shukla **Designation**: Chairman and Managing Director **Address**: House Number - 38, Bhagat Colony, Susain Circle, Makarpura, Vadodara-390010, Gujarat, India. **Occupation**: Business **Period of Directorship**: Since October 21, 2015 **Term**: For the period of 5 years with effect from August 07, 2025 **Date of Birth**: January 10, 1977 **DIN**: 07317976	49	**Indian companies** Anshuman Transpower System Private Limited **Foreign companies** Nil
Venkatasesha Sita Rama Venugopal Kalavagunta **Designation**: Executive Director **Address**: C/O Flat No. T203, Shivabhi Luxuria Apartments, Maneja, Vadodara-390013, Gujarat, India. **Occupation**: Business **Period of Directorship**: Since September 20, 2010 **Term**: With effect from September 20, 2010 **Date of Birth**: July 06, 1971 **DIN**: 03218037	54	**Indian Companies** Nil **Foreign Companies** Nil
Adit Harshad Dawda **Designation**: Non-Executive Nominee Director* **Address**: A-603, Beaumonte, Sion Circle, Near PVR Cinemas, Sion East, Mumbai-400022, Maharashtra, India. **Occupation**: Business **Period of Directorship**: Since February 24, 2026 **Term**: with effect from February 24, 2026 **Date of Birth**: October 13, 1984 **DIN**: 08095087	41	**Indian Companies** 1. Lok Suvidha Finance Limited 2. Mefron Technologies (India) Private Limited 3. Magicrete Building Solutions Private Limited 4. Redbrick Offices Limited 5. Mantra Softech (India) Private Limited **Foreign Companies** Nil
Hemang Mehta **Designation**: Independent Director **Address**: 203 Viceroy Image Flats, 17 Bhakti Nagar Society, B/H ABS Towers, Old Padra Road, Vadodara-390007, Gujarat, India. **Occupation**: Practicing Company Secretary **Period of Directorship**: Since August 07, 2025 **Term**: For the period of five (5) years with effect from August 07, 2025	60	**Indian Companies** 1. Allchem Lifescience Limited 2. Jayshree Aromatics Limited 3. Indian Phosphate Limited 4. Yashashchandra Family Foundation 5. Anshuman Transpower System Private Limited **Foreign Companies**

Name, designation, address, occupation, period of directorship, current term, date of birth and DIN	Age (years)	Other Directorships
Date of Birth: October 19, 1965 **DIN**: 01584577		Nil
Harshil Rajendra Patel **Designation**: Independent Director **Address**: F 203 JBR Residency Science City, Nr RK Royal Hall, Sola Road, Ahmedabad- 380060, Gujarat, India. **Occupation**: Professional **Period of Directorship**: Since August 07, 2025 **Term**: For the period of five (5) years with effect from August 07, 2025 **Date of Birth**: August 24, 1984 **DIN**: 09606743	41	**Indian Companies** SD Retail Limited **Foreign Companies** Nil
Nitin Jayantibhai Rathod **Designation**: Independent Director **Address**: A-4 Surmandir Society, Near Bechar Bhai Park, New IPCL Road, Gorwa, Vadodara, Industrial Estate, - 390016, Gujarat **Occupation**: Professional **Period of Directorship**: Since August 07, 2025 **Term**: For the period of five (5) years with effect from August 07, 2025 **Date of Birth**: May 17, 1966 **DIN**: 11189406	60	**Indian Companies** Nil **Foreign Companies** Nil
Dipali Desai **Designation**: Independent Director **Address**: A-1 Mahavir Apartment Vijay Nagar Mai Mandir Harni Road, Harni Colony, Vadodara-390022, Gujarat **Occupation**: Professional **Period of Directorship**: Since May 21, 2026 **Term**: For the period of five (5) years with effect from May 21, 2026 **Date of Birth**: January 12, 1988 **DIN**: 11701348	38	**Indian Companies** Nil **Foreign Companies** Nil

* *Nominee Director of India SME Investments Fund II*

Brief profiles of our Directors

Hriday Narayan R Shukla* is the Promoter and the Chairman and Managing Director of our Company. He has been associated with the Company since October 21, 2015. He has experience of around 24 years in electrical insulation and transformer manufacturing industry. He is responsible for overall leadership, strategic direction, operational performance, and business growth of the Company.

Venkatasesha Sita Rama Venugopal Kalavagunta is an Executive Director of our Company. He holds a bachelor of technology degree in electrical and electronics engineering from Jawaharlal Nehru Technological University. He has been associated as a Shareholder of the Company since December 23, 2009, and as a Director since September 20, 2010. He has experience of over 30 years in transformer designing and manufacturing. He was previously associated with ABB Limited, Alstom Limited and Vijai Electricals Limited. He is responsible for supervising manufacturing activities, ensuring effective utilization of resources, monitoring operational performance, and supporting the Company's business growth and management objectives.

Adit Harshad Dawda is the Non-Executive Nominee Director of our Company. He holds a bachelor's degree in management studies from University of Mumbai and is a post graduate in e-management and business administration from

MET League of Colleges, Mumbai Educational Trust. He has been associated with our Company since February 24, 2026. He has experience of over 17 years in finance and investment industry. He is currently associated with India SME Investments Fund II and was previously associated with BanyanTree Finance Private Limited, BA Continuum India Private Limited and Citicorp Services India Private Limited.

Hemang Mehta is an Independent Director of our Company. He has been associated with the Company since August 07, 2025. He is a member of the Institute of Company Secretaries of India and also holds a bachelor's in commerce and LL.B (special) from Maharaja Sayajirao University of Baroda. He has been practicing as a Company Secretary for more than 29 years. He is currently a sole proprietor of H.M. Mehta & Associates, a designated partner in HMN & Associates LLP and is also associated with K.C. Mehta & Co. LLP, Chartered Accountants.

Harshil Rajendra Patel is an Independent Director of our Company. He has been associated with the Company since August 7, 2025. He is a member of the Institute of Chartered Accountants of India and also hold a bachelor's degree in commerce from Gujarat University. He has over 18 years of experience in financial advisory, business consulting and statutory audit. He was previously associated with Deloitte Haskins & Sells and currently he is a sole proprietor of Harshil Patel & Co.

Nitin Jayantibhai Rathod is an Independent Director of our Company. He has been associated with the Company since August 7, 2025. He holds a bachelor's degree in mechanical engineer from Maharaja Sayajirao University of Baroda. He has over 36 years of experience as an engineer. He was previously associated as a 'Chief Engineer' with Gujarat Energy Transmission and Corporation Limited (formerly known as Gujarat Electricity Board).

Dipali Desai is an Independent Director of our Company. She has been associated with the Company since May 21, 2026. She is a member of the Institute of Company Secretaries of India and hold a bachelor's degree in commerce and LL.B (general and special) from Maharaja Sayajirao University of Baroda. She has been practicing as a Company Secretary for more than 8 years.

**Our Promoter is unable to trace his senior secondary education passing certificate. For details, see "Risk Factors – Our Promoter, Hriday Naryan R Shukla is unable to trace his educational certificates. In the absence of the documentary evidence, we are unable to independently confirm the correctness and veracity of the information in respect of the education of our Promoter, Hriday Narayan R Shukla." on page 55.*

Arrangement or understanding with major Shareholders, customers, suppliers or others

Except for Adit Harshad Dawda, who is appointed as a nominee Director on our Board by India SME Investments Fund II pursuant to the SHA, there are no arrangements or understandings with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on the Board or as a member of the senior management.

Relationships between our Directors and Key Managerial Personnel or Senior Management

None of our Directors are related to each other or to any of our Key Managerial Personnel or Senior Management.

Confirmations

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.

None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

None of our Directors have been identified as Wilful Defaulters or Fraudulent Borrower by any bank or financial institution or consortium, in accordance with the applicable guidelines issued by the Reserve Bank of India.

No consideration, either in cash or shares or in any other form has 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 them to become or to help them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Terms of appointment of our Executive Directors

Hriday Narayan R Shukla

Hriday Narayan R Shukla is the Chairman and Managing Director of our Company. He has been associated with our Company since October 21, 2015 and has been appointed as the Chairman and Managing Director of our Company for a

period of 5 (five) years with effect from August 07, 2025, pursuant to resolutions passed by our Board and Shareholders resolution on August 07, 2025 and September 30, 2025, respectively.

The details of remuneration of Hriday Narayan R Shukla, as approved pursuant to the resolutions dated August 23, 2025 passed by our Board and a resolution dated September 30, 2025 passed by the Shareholders, are stated below:

Category	Particulars
Remuneration	₹ 25.00 million per annum

Venkatasesha Sita Rama Venugopal Kalavagunta

Venkatasesha Sita Rama Venugopal Kalavagunta is an Executive Director of our Company. He has been associated with our Company since September 20, 2010 and has been appointed as the Executive Director of our Company with effect from June 24, 2011, pursuant to resolutions passed by our Board and Shareholders resolution on June 22, 2011 and June 24, 2011, respectively.

The details of remuneration of Venkatasesha Sita Rama Venugopal Kalavagunta, as approved pursuant to the resolutions dated November 01, 2025, passed by our Board and a resolution dated November 03, 2025, passed by the Shareholders, are stated below:

Category	Particulars
Remuneration	Up to ₹ 4.46 million per annum

Remuneration to our Directors

The remuneration paid to our Directors in Fiscal 2026 is as follows:

Remuneration to our Executive Directors

The details of the remuneration and commission paid in the Fiscal 2026 is as follows:

(₹ in million)

Sr. No.	Name of the Director	Remuneration
1.	Hriday Narayan R Shukla	25.00
2.	Venkatasesha Sita Rama Venugopal Kalavagunta	4.45

Remuneration to our Non-Executive Directors and Independent Directors

Pursuant to a resolution of our Board dated August 23, 2025, our Non-Executive Directors (including therein the Independent Directors) are entitled to (i) sitting fees of ₹ 7,500 for attending each meeting of the Board of Directors, and (ii) sitting fees of ₹ 5,000 for attending each meeting of the Audit Committee of the Board of Directors and (iii) sitting fees of ₹ 2,500 for attending each meeting of the Nomination and Remuneration Committee of the Board of Directors.

The details of the sitting fees paid in the Fiscal 2026 is as follows:

(₹ in million)

Sr. No.	Name of the Director	Remuneration
1.	Hemang Mehta	0.11
2.	Harshil Rajendra Patel	0.12
3.	Nitin Jayantibhai Rathod	0.11
4.	Adit Harshad Dawda*	Nil
5.	Dipali Desai**	Nil

* *Appointed as a Nominee Director of India SME Investments Fund II with effect from February 24, 2026.*

** *Appointed as an Independent Director with effect from May 21, 2026.*

Remuneration paid or payable to our Directors by our Subsidiary

None of our Directors have been paid any remuneration by our Subsidiary, including contingent or deferred compensation accrued for the year during Fiscal 2026.

Contingent or Deferred Compensation to our Directors

There is no contingent or deferred compensation payable to our Directors which does not form part of their remuneration.

Service contracts with Directors

There are no service contracts entered into with any of our Directors which provide for any benefit upon termination of employment.

Bonus or profit-sharing plan for the Directors

Our Company does not have any bonus or profit-sharing plan for our Directors.

Shareholding of our Directors in our Company

Our AoA does not require our Directors to hold any qualification shares.

Except as disclosed under "*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 111, none of our Directors hold any Equity Shares in our Company.

Interest of our Directors

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 committees thereof as well as to the extent of reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. For further details, see *"– Remuneration to our Directors"* on page 294

Our Directors may be deemed as interested in our Company to the extent of their shareholding in our Company. The Directors may also be regarded as interested to the extent of shareholding held by their relatives, if any, or Equity Shares that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoter, pursuant to this Issue. For further details, see "*Our Management – Shareholding of our Directors in our Company" and "Capital Structure*" on pages 295 and page 98 respectively of this Draft Red Herring Prospectus. Our Directors may also be deemed to be interested to the extent of any dividend, if any, payable and other distributions in respect of their shareholding.

Some of our Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any entity which is promoted by them or in which they are members or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business. For further details, see "*Restated Consolidated Financial Information - Note 34 – Related Party Disclosures*" on page 344.

Except for Hriday Narayan R Shukla, who may be deemed to be interested in the promotion or formation of our Company, none of our Directors have any interest in promotion or formation of our Company. For further details, see "*Our Promoter and Promoter Group - Interests of our Promoter and Common Pursuits"* on page 307.

Except as disclosed in "*Our Promoter and Promoter Group – Interests of our Promoter and Common Pursuits*" on page 307, none of our Directors have any interest in any venture that is involved in activities similar to those conducted by our Company.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

Interest in land and property

Except as disclosed in "*Our Promoter and Promoter Group - Interests of our Promoter and Common Pursuits*" on page 307, none of our Directors are interested directly or indirectly in any of the property of our Company.

Except as disclosed in "*Our Promoter and Promoter Group - Interests of our Promoter and Common Pursuits*" on page 307, none of our Directors are interested, directly or indirectly, in any transaction with our Company relating to the acquisition of land, construction of building, supply of machinery or otherwise.

Business Interest

Except as stated in "*Restated Consolidated Financial Information - Note 34 – Related Party Disclosures*" on page 344 and otherwise disclosed in this section, our Directors do not have any other business interest in our Company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are as follows:

Name of Director	Date of Change	Reason for Change
Sushma Shukla	June 02, 2026	Resignation as a Non-Executive Director due to pre-occupation with other commitments

Name of Director	Date of Change	Reason for Change
Dipali Desai	May 21, 2026	Appointed as a Non-Executive Independent Director
Adit Harshad Dawda	February 24, 2026	Appointment as a Nominee Director
Nitin Jayantibhai Rathod	August 07, 2025	Appointed as a Non-Executive Independent Director
Harshil Rajendra Patel	August 07, 2025	Appointed as a Non-Executive Independent Director
Hemang Mehta	August 07, 2025	Appointed as a Non-Executive Independent Director
Sushma Shukla	August 07, 2025	Appointed as a Non-Executive Director
Sudhakar Garikipati	August 07, 2025	Resignation as a Director due to other professional commitments
Hriday Narayan R Shukla	August 07, 2025	Appointed as Managing Director and Chairman

Note: This table does not include changes such as regularization of appointments.

Loans to Directors

None of our Directors have availed any loan from our Company.

Appointment of relatives of our Directors to any office or place of profit

Other than as disclosed in *"Summary of Related Party Transactions"* on page 87 of this Draft Red Herring Prospectus, none of the relatives of our Directors currently hold any office or place of profit in our Company.

Payment or benefits to officers of our Company (non-salary related)

Except as stated under "*Terms of appointment of our Executive Directors*", "*Terms of appointment of our Non-Executive Directors Independent Directors*", "*Bonus or profit-sharing plan for the Directors*" and "*Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management*", no amount or benefit has been paid or given in the last two (2) years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment, for services rendered as any officer of our Company including our Directors, Key Management Personnel and Senior Management. For further details, see "*Restated Consolidated Financial Information- Note 34– Related Party Disclosures*" on page 344 of this Draft Red Herring Prospectus.

Borrowing Powers of our Board of Directors

In accordance with the Articles of Association of and pursuant to a resolution passed by our Board in its meeting dated November 01, 2025 and our Shareholders at their meeting dated November 03, 2025, our Board is authorized to borrow from time to time as it may think fit, any sum or sums of money not exceeding ₹4,000.00 million including the money already borrowed by our Company as on such terms and conditions the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever or in respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of business) and remaining un discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of our Company and its free reserves as per its latest annual audited financial statements.

Corporate Governance

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and committees thereof and formulation of policies. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under law.

Our Board has been constituted in compliance with the Companies Act 2013, the SEBI Listing Regulations and in accordance with best practices in corporate governance. The Board of Directors function either as a full board, or through various committees constituted to oversee specific operational areas. The executive management of our Company provides the Board of Directors detailed reports on its performance periodically.

As on the date of this Draft Red Herring Prospectus, our Board has seven Directors comprising of two Executive Directors, one Non-Executive Nominee Director and four Independent Directors (including one woman Independent Director). Further, two-third of our non-Independent Directors are liable to retire by rotation.

Committees of the Board:

In terms of the SEBI Listing Regulations and the provisions of the Companies Act or other applicable laws, our Company has constituted the following Board-level committees. In addition to the committees of our Board described below, our Board of Directors may, from time to time, constitute committees for various functions:

1) Audit Committee.

2) Nomination and Remuneration Committee.

3) Stakeholders' Relationship Committee

4) Corporate Social Responsibility Committee

5) Risk Management Committee

For purposes of the Issue, our Board has also constituted an IPO Committee.

Audit Committee

The Audit Committee was originally constituted by our Board at its meeting held on August 07, 2025. The constitution of the Audit Committee and their terms of reference were revised by our Board during their meeting held on May 21, 2026. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

Name	Position in the Committee	Designation
Harshil Rajendra Patel	Chairperson	Independent Director
Hemang Mehta	Member	Independent Director
Venkatasesha Sita Rama Venugopal Kalavagunta	Member	Executive Director

The Company Secretary of the Company acts as the Secretary to the Audit committee.

The role of the Audit Committee shall include the following:

a) overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

b) recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the auditors of the Company;

c) reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

d) approving payments to the statutory auditors for any other services rendered by the statutory auditors;

e) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   i. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;

   ii. changes, if any, in accounting policies and practices and reasons for the same;

   iii. major accounting entries involving estimates based on the exercise of judgment by management;

   iv. significant adjustments made in the financial statements arising out of audit findings;

   v. compliance with listing and other legal requirements relating to financial statements;

   vi. disclosure of any related party transactions; and

   vii. qualifications and modified opinions in the draft audit report.

f) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

g) 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 issue document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;

h) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed, by the independent directors who are members of the Audit Committee;

i. Recommend criteria for omnibus approval or any changes to the criteria for approval of the Board;

ii. Make omnibus approval for related party transactions proposed to be entered into by the Company for every financial year as per the criteria approved;

iii. Review of transactions pursuant to omnibus approval;

iv. Make recommendation to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act, 2013.

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

i) scrutiny of inter-corporate loans and investments;

j) valuation of undertakings or assets of the Company, wherever it is necessary;

k) evaluation of internal financial controls and risk management systems;

l) establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

m) overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

n) reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

o) 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;

p) discussing with internal auditors on any significant findings and follow up thereon;

q) 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;

r) discussing 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;

s) 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;

t) reviewing the functioning of the whistle blower mechanism;

u) approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;

v) reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

w) considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

x) review the financial statements, in particular, the investments made by an unlisted subsidiary (if any);

y) approve the disclosure of the key performance indicators to be disclosed in the documents in relation to the initial public offer of the equity shares of the Company; and

z) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other Applicable Law, as and when amended from time to time.

The powers of the Audit Committee will include the following:

a. To investigate any activity within its terms of reference;

b. To seek information from any employee;

c. To obtain outside legal or other professional advice;

d. To secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations;

e. such powers as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations."

The Audit Committee shall mandatorily review the following information:

a. management's discussion and analysis of financial condition and result of operations;

b. management letters/letters of internal control weaknesses issued by the statutory auditors;

c. internal audit reports relating to internal control weaknesses;

d. the appointment, removal and terms of remuneration of the chief internal auditor; and

e. statement of deviations, including:

   i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

   ii) annual statement of funds utilized for purposes other than those stated in the issue document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was originally constituted by our Board at its meeting held on August 07, 2025 and was last reconstituted by our Board pursuant to a resolution dated June 02, 2026. The terms of reference of the Nomination and Remuneration Committee were revised by our Board on May 21, 2026. The Nomination and Remuneration Committee is in compliance with Section 178 and other applicable provisions of the Companies Act and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

Name	Position in the Committee	Designation
Hemang Mehta	Chairperson	Independent Director
Nitin Jayantibhai Rathod	Member	Independent Director
Dipali Desai	Member	Independent Director

The Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

a. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company ("**Board**") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**");

b. for every appointment of an independent director, the 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 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;

c. formulation of criteria for evaluation of the performance of independent directors and the Board;

d. devising a policy on diversity of the Board;

e. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

f. determining whether to extend or continue the term of appointment of the independent directors, on the basis of the report of performance evaluation of independent directors;

g. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of the Company;

h. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;

i. recommending to the Board, all remuneration, in whatever form, payable to senior management;

j. while formulating the Remuneration Policy, should ensure that:

(a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

k. performing 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, as amended, including the following:

(a) administering the employee stock option plans of the Company, as may be required;

(b) determining the eligibility of employees to participate under the employee stock option plans of the Company;

(c) granting options to eligible employees and determining the date of grant;

(d) determining the number of options to be granted to an employee;

(e) determining the exercise price under the employee stock option plans of the Company;

(f) construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.

l. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;

m. analyzing, monitoring and reviewing various human resource and compensation matters;

n. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

o. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

(i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

(ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and

(iii) carrying out any other activities as may be delegated by the Board, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable laws, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by our Board at its meeting held on August 07, 2025 and was last reconstituted by our Board pursuant to a resolution dated June 02, 2026. The terms of reference of the Stakeholders' Relationship Committee were adopted by our Board on August 07, 2025. The Stakeholders' Relationship Committee is in compliance with Section 178 and other applicable provisions of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises of:

Name	Position in the Committee	Designation
Dipali Desai	Chairperson	Independent Director
Hriday Narayan R Shukla	Member	Chairman and Managing Director
Hemang Mehta	Member	Independent Director

The Company Secretary of the Company acts as the Secretary to the Stakeholders' Relationship Committee.

The Stakeholders' Relationship Committee shall oversee all the matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

- Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares 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, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;
- Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- To approve, register, refuse to register transfer or transmission of shares and other securities 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;
- To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
- Allotment and listing of shares;

- To authorise affixation of common seal of the Company;
- To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- To dematerialize or rematerialize the issued shares;
- Ensure proper and timely attendance and redressal of investor queries and grievances;
- Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
- 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).

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was originally constituted by our Board of Directors at their meeting held on August 07, 2025 and was last reconstituted by our Board pursuant to a resolution dated June 02, 2026. The terms of reference of the Corporate Social Responsibility Committee were revised by our Board on May 21, 2026. The members of the Corporate Social Responsibility Committee are:

Name	Position in the Committee	Designation
Hriday Narayan R Shukla	Chairperson	Chairman and Managing Director
Dipali Desai	Member	Independent Director
Harshil Rajendra Patel	Member	Independent Director

The terms of reference of the Corporate Social Responsibility Committee of our Company are as per Section 135 of the Companies Act, 2013 and the applicable rules thereunder, including:

a. formulating and recommending to the Board the corporate social responsibility policy of the Company, including any amendments thereto, in accordance with Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("**CSR Rules**"), each as amended, and make any revisions therein as and when decided by the Board;

b. identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

c. reviewing and recommending the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;

d. reviewing and monitoring the implementation of corporate social responsibility policy of the Company and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

e. performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company.

f. formulating and recommending to the Board, an annual action plan in pursuance of Corporate Social Responsibility Policy, which shall include the following:

   (i) the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;

   (ii) the manner of execution of such projects or programmes as specified in Rule 4 of the CSR Rules;

   (iii) the modalities of utilization of funds and implementation schedules for the projects or programmes;

   (iv) monitoring and reporting mechanism for the projects or programmes; and

   (v) details of need and impact assessment, if any, for the projects undertaken by the company.

Risk Management Committee

The Risk Management Committee was constituted by our Board of Directors at their meeting held on August 07, 2025. The constitution of the Risk Management Committee and their terms of reference were revised by our Board during their meeting held on May 21, 2026. The Risk Management Committee is in compliance with Regulation 21 of the SEBI Listing Regulations The members of the Risk Management Committee are:

Name	Position in the Committee	Designation
Hriday Narayan R Shukla	Chairperson	Chairman and Managing Director
Hemang Mehta	Member	Independent Director
Venkatasesha Sita Rama Venugopal Kalavagunta	Member	Executive Director

The Company Secretary of the Company acts as the Secretary to the Risk Management Committee

The Risk Management Committee shall be responsible for, among other things, the following:

1. Reviewing, assessing and formulating the risk management system and policy of the Company from time to time and recommending amendments or modifications thereof, which shall include:

    a. A framework for identification of internal and external risks specifically faced by the listed entity, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

    b. Measures for risk mitigation including systems and processes for internal control of identified risks.

2. Business continuity plan; ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

3. Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems.

4. Periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.

5. Keeping the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.

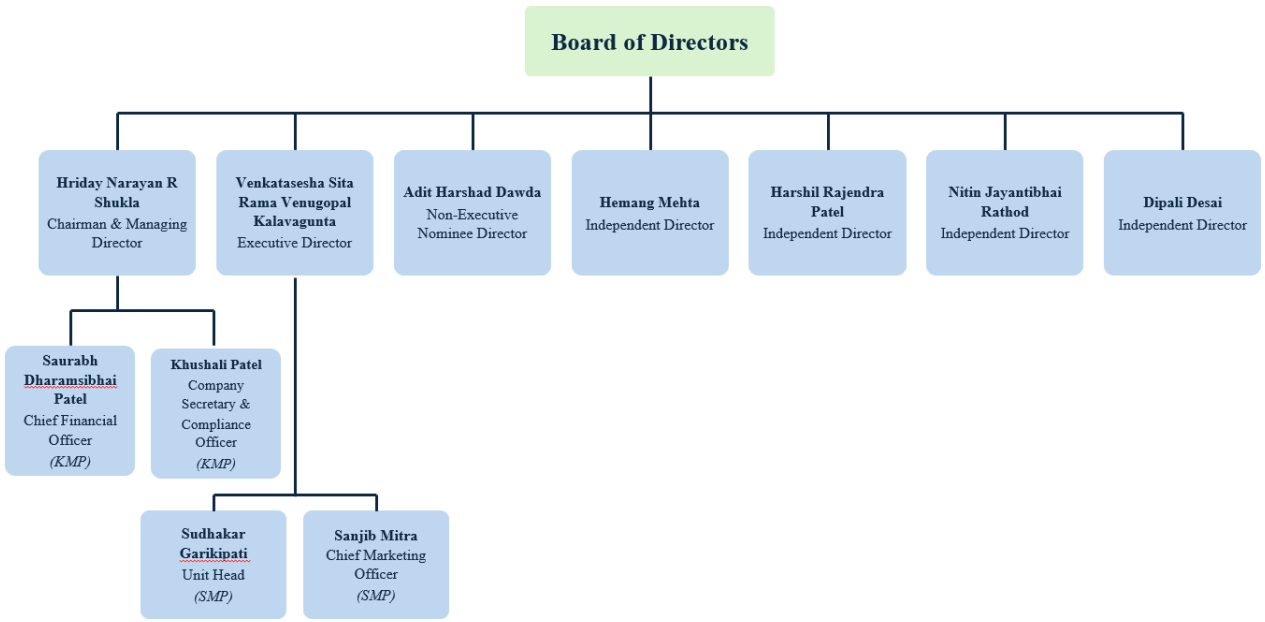
6. Reviewing the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

7. Implementing and monitoring policies and/or processes for ensuring cyber security.

8. Coordinating its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

9. Such other terms of reference and activities as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations or other Applicable Law.

Management Organization Structure



Key Management Personnel and Senior Management

Key Managerial Personnel

In addition to Hriday Narayan R Shukla, Chairman and Managing Director, whose details are provided in *"Our Board- Brief profiles of our Directors"* on page 292, the details of our other Key Managerial Personnel as of the date of this Draft Red Herring Prospectus are set forth below:

Saurabh Dharamsibhai Patel is the Chief Financial Officer of our Company. He has been associated with the Company since November 01, 2025. He is a member of the Institute of Chartered Accountants of India, CPA Australia, qualified Company Secretary and holds a bachelor's degree in commerce from Dr. Harisingh Gour Vishwavidyalaya, Sagar. He has 11 years of experience in finance, taxation, audit and analytics. He was previously associated as a director with Navsartha Avenues Private Limited and Signatize Business Solutions Private Limited. Prior to joining our Company, he was associated with Deloitte Haskins and Sells, B.R. Pancholi & Co and had a proprietorship under the name of Saurabh Patel and Associates. He is responsible for overseeing the Company's financial management, accounting, budgeting, treasury operations, statutory compliance, financial reporting, and strategic financial planning activities. He was paid a remuneration of ₹ 1.00 million in Fiscal 2026.

Khushali Patel is the Company Secretary and Compliance Officer of the Company. She has been associated with our Company since August 23, 2025. She is an associate member of the Institute of Company Secretaries of India and holds a bachelor's degree in commerce from C.V. Raman University, Chhattisgarh. Prior to joining our Company, she was practicing as a Company Secretary for more than 7 years. In our Company, she is responsible for overseeing the corporate governance, secretarial compliance, regulatory filings, board administration, and maintaining statutory records of the Company She was paid a remuneration of ₹ 0.24 million in Fiscal 2026.

Senior Management

In addition to Khushali Patel who is the Company Secretary and Compliance Officer of our Company and Saurabh Dharamsibhai Patel who is the Chief Financial Officer of the Company, whose details are provided under "– *Key Managerial Personnel*" above, the details of other members of Senior Management, as on the date of this Draft Red Herring Prospectus are set out below, are set forth below:

Sanjib Mitra is the Chief Marketing Officer of our Company. He has been associated with our Company since August 01, 2022 and is responsible for undertaking identifying business opportunities, strengthening client relationships, supporting revenue growth, and coordinating marketing operations in line with the business objectives of the Company. He holds a bachelor's degree in electrical engineering from Jadavpur University and a post graduate diploma in business administration from Symbiosis Centre for Distant Learning. He has around 29 years of experience in the power sector including transmission and distribution of products and projects business. Prior to joining our Company, he was associated

with Transformers & Rectifiers Limited, Electrotherm Limited, Schneider Electric Infrastructure Limited and ABB Limited. He was paid a remuneration of ₹ 3.58 million in Fiscal 2026.

Sudhakar Garikipati is the Unit Head (Dry Type) of our Company. He has been associated with our Company since August 09, 2018 as a Director and is currently responsible for supervising design and technical processes, ensuring operational efficiency, coordinating inter-departmental activities, and supporting strategic and operational decision making in line with Company's objectives. He holds a bachelor's degree in technology from Nagarjuna University, Nagarjuna Nagar. He has around 21 years of experience in transformer design and manufacturing industry. Prior to joining our Company, he was associated with Crompton Greaves Ltd, Raychem RPG Limited and United Insulation Industries (partnership firm). He was paid a remuneration of ₹ 4.18* million in Fiscal 2026.

** Of the total remuneration of ₹4.18 million paid to Sudhakar Garikipati, ₹1.67 million was paid to him in his capacity as a Director and ₹2.51 million was paid to him in his capacity as a member of the Senior Management.*

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and/or Senior Management

Except for Khushali Patel, who is the sister-in-law of Saurabh Dharamsibhai Patel, none of our Directors, Key Managerial Personnel and Senior Management are related to each other**.**

Interest of Key Management Personnel and Senior Management

Other than as provided in "– *Interest of our Directors*" on page 295, our Key Managerial Personnel and Senior Management do not have any interests in our Company, other than to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares held by them, if any, reimbursement of expenses incurred in the ordinary course of business.

Some of our Key Managerial Personnel may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they are members or any partnership firm in which they or their relatives are partners in the ordinary course of business. For further details, see *"Restated Consolidated Financial Information - Note 34 – Related Party Disclosures"* on page 344

Bonus or profit-sharing plan for the Key Management Personnel and Senior Management

There is no bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management of our Company.

Shareholding of Key Management Personnel and Senior Management

Except as disclosed in *"Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company"* on page 111 none of our Key Managerial Personnel or Senior Management hold any Equity Shares or Preference Shares in our Company as on the date of this Draft Red Herring Prospectus

Changes in Key Management Personnel and Senior Management during the last three years

Other than as disclosed in *"- Changes in our Board in the last three years"* on page 295, the changes in the Key Managerial Personnel and Senior Management Personnel in the preceding three years are as follows:

Name of KMP/ Senior Management	Date of change	Reason for change
Saurabh Dharamsibhai Patel	November 01, 2025	Appointment as Chief Financial Officer
Khushali Patel	August 23, 2025	Appointment as Company Secretary*
Sudhakar Garikipati	August 07, 2025	Designation as Unit Head (Dry Type)

** Appointed as a Compliance Officer with effect from June 02, 2026*

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel and Senior Management have been appointed or selected as a Key Managerial Personnel or Senior Management pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to our Key Managerial Personnel and Senior Management which does not form part of their remuneration.

Service Contracts with Key Managerial Personnel and Senior Management

Our Company has not entered into any service contracts, pursuant to which its Key Managerial Personnel or Senior Management are entitled to benefits upon termination of employment. Except statutory benefits upon termination of their employment in our Company or superannuation, no Key Managerial Personnel or Senior Management are entitled to any benefit upon termination of employment or superannuation.

Employee stock option and stock purchase scheme

Our Company has not formulated any employee stock option plan or employee stock purchase scheme as on the date of this Draft Red Herring Prospectus.

Payment of non-salary related benefits to Key Managerial Personnel and Senior Management of our Company

No amount or benefit has been paid or given to any of our Company's officers including our Directors, Key Managerial Personnel and Senior Management within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given, other than any statutory payment made by our Company and payments made in the ordinary course of their employment.

Other confirmations

Except as disclosed in "*Our Promoter and Promoter Group - Interests of our Promoter and Common Pursuits*" on page 307, there is no conflict of interest between our Directors, Key Managerial Personnel and Senior Management and the suppliers of raw materials and third-party service providers (which are crucial for operations of the Company).

Except as disclosed in "*Our Promoter and Promoter Group - Interests of our Promoter and Common Pursuits*" on page 307, there is no conflict of interest between our Directors, Key Managerial Personnel, Senior Management and lessors of the immovable properties (which are crucial for the operations of our Company).

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

Hriday Narayan R Shukla is the Promoter of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoter holds in aggregate 60,371,838 Equity Shares of face value of ₹ 10 each, representing 84.06% of the pre-Issue Equity Share Capital of our Company on a fully diluted basis.

For details of the build-up of the shareholding of our Promoter in our Company, see "*Capital Structure – Notes to Capital Structure - History of build-up of Promoter's shareholding (including Promoter's contribution) and Lock-in of Promoter's shareholding - Build-up of our Promoter's Shareholding in our Company*" on page 107.

Details of our Promoter:



Hriday Narayan R Shukla

Hriday Narayan R Shukla, born on January 10, 1977, aged 49 years, is our Chairman and Managing Director and the Promoter of our Company. He resides at House Number- 38, Bhagat Colony, Susain Circle, Makarpura, Vadodara-390010, Gujarat.

For the complete profile of Hriday Narayan R Shukla, along with details of his educational qualifications, professional experience, positions / posts held in the past, directorships held in other entities, business and other financial activities, see "*Our Management – Brief Profiles of our Directors*" on page 292.

His permanent account number is AJHPS7559Q.

Our Company confirms that the permanent account number, bank account number, Aadhar card number, driving license number and passport number of our Promoter will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change in control of our Company

There has not been any change in control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Interests of our Promoter and Common Pursuits

Our Promoter is interested in our Company to the extent: (i) that he has promoted our Company and to the extent of his shareholding in our Company and to the extent of the shareholding held by his relatives in our Company, directly and indirectly; (ii) the dividend payable, if any and any other distributions in respect of the Equity Shares held by him in our Company, from time to time; and (iii) any directorships that he may hold in our Company or our Subsidiary, and to the extent of remuneration payable to him in this regard. For details of the shareholding of our Promoter in our Company, see "*Capital Structure – Notes to Capital Structure History of build-up of Promoter's shareholding (including Promoter's contribution) and Lock-in of Promoter's shareholding - Build-up of our Promoter's Shareholding in our Company*" on page 107. Additionally, our Promoter may be interested in transactions entered into by our Company with him, his relatives or other entities (i) in which he hold shares, directly or indirectly, or (ii) which are controlled by him. For further details, see "*Our Management – Interest of Directors*" and "*Restated Consolidated Financial Information – Note no. 34 – Related Party Disclosures*" on pages 295 and 344 of this Draft Red Herring Prospectus.

No sum has been paid or agreed to be paid to our Promoter or to the firms or companies in which our Promoter is interested as member, in cash or shares or otherwise by any person, either to induce him to become or to qualify him, as director or promoter or otherwise for services rendered, by our Promoter or by such firms or companies in connection with the promotion or formation of our Company.

Except for the immovable property leased by our Promoter Group entity, United Insulation Industries (a proprietorship firm of our Promoter) for our Registered Office and Transformer Manufacturing Facility, our Promoter has no interest, whether direct or indirect, in any property acquired or leased by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

Except for the purchase of plant and machinery by our Company in Fiscal 2026 from our Promoter Group entity, United Insulation Industries (a proprietorship firm of our Promoter), our Promoter has no interest, whether directly or indirectly, in any transaction with our Company relating to the acquisition of land, construction of building, supply of machinery or otherwise.

Except as disclosed below, there are no other entities forming part of our Promoter Group that are engaged in business activities similar to those of our Company:

Our Promoter, Hriday Narayan R Shukla, and Sidhinarayan Ramashankar Shukla and Gaurav R Shukla, member of our Promoter Group are partners in our Promoter Group entity, United Insulation Industries, a partnership firm engaged in similar business activities as our Company. To avoid any instances of conflicts of interest, our Company has entered into a non-compete agreement dated June 12, 2026 ("**Non-Compete Agreement**") with United Insulation Industries. Pursuant to the Non-Compete Agreement, the parties thereto have mutually decided to avoid overlap and commercial conflict, whether actual, perceived or potential, pursuant to which United Insulation Industries has agreed not to undertake any business activities which directly or indirectly in any manner whatsoever, competes with our Company for a period of 10 years, other than the permitted business as set out therein.

Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when it arises.

Other ventures of our Promoter

Other than as disclosed in "- *Entities forming part of our Promoter Group*" and "*Our Management – Other Directorships*" on pages 309 and 291, our Promoter is not involved in any other ventures.

Payment or benefits to our Promoter and Promoter Group

Except in the ordinary course of business and as disclosed in "*Our Management – Interest of our Directors*" and *"Restated Consolidated Financial Information- Note 34- Related Party Disclosures*", on pages 295 and 344, respectively, there has been no payment of amount or benefit to our Promoter or to members of our Promoter Group during the two years immediately preceding the date of filing of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoter or any members of our Promoter Group by our Company.

Material guarantees given by our Promoter to third parties with respect to Equity Shares of our Company

Our Promoter has not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoter has disassociated in the last three years

Our Promoter has not disassociated himself from any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Other Confirmations

Our Promoter and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoter and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoter is not and has not been promoter or director of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter has not been declared as fugitive economic offenders under the Fugitive Economic Offenders Act, 2018.

None of the companies our Promoter is associated with, or companies promoted by our Promoter, have been delisted or suspended from being traded on the Stock Exchanges in the past.

Our Promoter and individual members of the Promoter Group do not appear in the list of directors of struck-off companies by the registrar of companies or MCA.

Conflict of Interest

Except as disclosed in "- *Interests of our Promoter and Common Pursuits*" on page 307, there is no conflict of interest between our Promoter 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.

Except as disclosed in "- *Interests of our Promoter and Common Pursuits*" on page 307, there is no conflict of interest between our Promoter or members of our Promoter Group and lessors of the immovable properties of our Company, which are crucial for the operations of our Company.

Promoter Group

In addition to our Promoter, the following individuals and entities constitute our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

(a) *Individuals forming part of our Promoter Group*:

Name of the Promoter	Name of the Promoter Group member	Relationship with our Promoter
Hriday Narayan R Shukla	Sushma Shukla	Spouse
	Shukla Vidhinarayan	Brother
	Shukla Premnarayan	Brother
	Sidhinarayan Ramashankar Shukla	Brother
	Gaurav R Shukla	Brother
	Pushpa Shrikant Mishra	Sister
	Kusum Devi	Sister
	Darpan Shukla	Daughter
	Anshuman Shukla	Son
	Anil Kumar Shukla	Spouse's Brother
	Pinki Dubey	Spouse's Sister
	Neetu Devi	Spouse's Sister
	Gunjan Devi	Spouse's Sister

(b) Entities forming part of our Promoter Group

1) Khushi Films India Private Limited;

2) K 2 Conductor Private Limited;

3) United Insulation Industries (Partnership firm); and

4) United Insulation Industries (Proprietorship firm)

DIVIDEND POLICY

The declaration and payment of dividend will be recommended by our Board and/or approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association, the applicable law, including the Companies Act. The dividend distribution policy of our Company was adopted and approved by our Board in its meeting held on June 02, 2026 ("**Dividend Policy**").

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividend in the foreseeable future. In terms of our Dividend Policy, our Board shall consider, *inter alia*, the following internal and external parameters while declaring or recommending dividends to our Shareholders: (i) internal factors such as profitable growth of our Company, cash flow position, available distributable reserves, earning stability, future cash requirements for organic growth or inorganic growth, current and future leverage, capital expenditure; and (ii) external factors such as business cycles, economic and regulatory environment, cost of external financing, industry outlook, inflation n rates and changes in governmental policies. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

In addition, our ability to pay dividends may be impacted by a number of other factors, including any tax and regulatory changes in the jurisdiction in which our Company operates which significantly affects the business, and restrictive covenants contained in any agreement as may be entered with the lenders.

For further details on restrictive covenants under our loan agreements, see "*Financial Indebtedness*" on page 397.

Our Company has not declared or paid any dividends on Equity Shares and Series A CCPS during the last three Fiscals and from April 1, 2026 until the date of this Draft Red Herring Prospectus.*

* *As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.*

Our Company may from time to time, pay interim dividends. Our past practices in relation to declaration of dividend and, or the amount of dividend paid is not necessarily indicative of our future dividend declaration. There is no guarantee that any dividends will be declared or paid on Equity Shares or with any frequency, in the future. For further details, see "*Risk Factors – Our ability to pay dividends in the future will depend upon our earnings, financial condition, cash flows and capital requirements. While we have not paid dividend in past; and we cannot assure payment of dividends on the Equity Shares in the future*." on page 65.

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

To,
The Board of Directors,
TMC TRANSFORMERS (INDIA) LIMITED
(FORMERLY KNOWN AS TMC TRANSFORMERS (INDIA) PRIVATE LIMITED)
Survey No. 26 1/2 Part B, Village - Khandiwada,
Vadodara - Halol Highway, Taluka - Waghodiya,
Vadodara, Gujarat, India, 391510

Respected Sirs/Madams,

1. We have examined the attached Restated Consolidated Financial Information of TMC Transformers (India) Limited (formerly known as TMC Transformers (India) Private Limited) (the "Company" or the "Parent") and its subsidiary (the Company and its subsidiary together referred to as the "Group"), comprising of; The Restated Consolidated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024; the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, the material accounting policies, and other explanatory information (hereinafter collectively referred to as the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting dated June 30, 2026 for the purpose of inclusion in the draft red herring prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offer ("IPO") of equity shares prepared in terms of the requirements of:

    a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act") as amended from time to time;
    b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
    c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's management is responsible for the preparation of the Restated Consolidated Financial Information which have been approved by the Board of Directors for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India (the "SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") in connection with the proposed IPO. The Restated Consolidated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Note 2A to the Restated Consolidated Financial Information. The respective board of directors of the companies included in the Group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of respective restated financial information which have been used for the purpose of preparation of these Restated Consolidated Financial Information by the management of the Company, as aforesaid. The respective board of directors are also responsible for identifying and ensuring that the Group and companies included in the Group comply with the Act, the ICDR Regulations and the Guidance Note, as may be applicable.

3. We have examined the Restated Consolidated Financial Information taking into consideration:
   a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated March 16, 2026 in connection with the proposed IPO of equity shares of the Issuer;
   b. The Guidance Note, which 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 ICDR Regulations,

4. These Restated Consolidated Financial Information have been compiled by the management from the special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on June 30, 2026.

5. For the purpose of our examination, we have relied on Auditors' reports issued by us dated June 30, 2026 on the special purpose consolidated financial statements of the Group as at and for the years ended March 31, 2026, March 31, 2025 and March 31, 2024 as referred in Paragraph 4 above.

6. The audit report on the special purpose consolidated financial statements as at and for the years ended March 31, 2026, March 31, 2025 and March 31, 2024 issued by us is unmodified. Our audit report included Emphasis of Matter Paragraph as follows:

   We draw attention to Note 2A to the accompanying Special Purpose Consolidated Financial Statements, which describes the basis of their preparation, including the accounting treatment of the acquisition of Anshuman Transpower Systems Private Limited under common control and the retrospective restatement of financial information. The accompanying Special Purpose Consolidated Financial Statements have been prepared solely for the purpose of inclusion in the Restated Consolidated Financial Information proposed to be included in the Draft Red Herring Prospectus in connection with the proposed Initial Public Offering of equity shares of the Company. Accordingly, these Special Purpose Consolidated Financial Statements may not be suitable for any other purpose.

   Our opinion is not modified in respect of this matter.

7. Based on our examination and according to the information and explanations given to us, we report that;

   a. Restated Consolidated Financial Information have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings / reclassifications retrospectively in the financial years as at and for the years ended March 31, 2025 and March 31, 2024, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2026, as fully described in Note 44 to the Restated Consolidated Financial Information;

   b. There are no qualifications in our audit reports on the Special Purpose Consolidated Financial Statements of the Group for the years ended March 31, 2026, March 31, 2025 and March 31, 2024 that require any adjustment to the Restated Consolidated Financial Information. However, a remark in the Annexure to the Auditors' Report on the standalone financial statements of the Parent for the year ended March 31, 2026, issued pursuant to the Companies (Auditor's Report) Order, 2020 ("CARO"), required a restatement adjustment to the Restated Consolidated Financial Information. The remaining remarks contained in the CARO Annexures to the Auditors' Reports on

the standalone financial statements of the Parent and the subsidiary for the year ended March 31, 2026 do not require any restatement adjustment to the Restated Consolidated Financial Information. These remarks are more fully described in Note 44 to the Restated Consolidated Financial Information.

c. the Restated Consolidated Financial Information includes certain restatement adjustments on account of errors identified in the recognition of CSR expenditure in earlier periods, as more fully described in Note 33 to the Restated Consolidated Financial Information. These adjustments have been made in accordance with the requirements of the ICDR Regulations and do not have a material impact on the Restated Consolidated Financial Information; and

d. Restated Consolidated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

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

9. We have not audited any financial Information of the Group for any period subsequent to March 31, 2026. Accordingly, we express no opinion on the financial position, results of operations, cash flows and changes in equity of the Group as at any date or for any period subsequent to March 31, 2026.

10. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 5 above.

11. 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 Predecessor Auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. 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 Exchanges in connection with the proposed IPO. 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 into whose hands it may come without our prior consent in writing.

For M P P S & Co.
Chartered Accountants
ICAI FRN: 140400W

CA Prashant Modi
Partner
Membership No. 139018

Place: Vadodara
Date: June 30, 2026
UDIN: 26139018FXQESG6902

TMC TRANSFORMERS (INDIA) LIMITED
(formerly known as TMC TRANSFORMERS (INDIA) PRIVATE LIMITED)
CIN: U29299GJ2009PLC107122
RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES
(All figures in ₹ millions unless otherwise stated)

	Note	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
ASSETS				
Non-current assets				
(a) Property, plant and equipment	3A	251.92	206.66	124.14
(b) Right-of-Use assets	3A	151.55	159.42	-
(c) Intangible assets	3A	0.14	0.18	0.10
(d) Capital work-in-progress	3B	31.68	-	-
(e) Financial assets				
Other financial assets	4	27.25	16.40	12.47
(f) Deferred tax assets (net)	5	17.60	9.07	5.61
(g) Other non-current assets	6	157.32	-	1.83
Total non-current assets		**637.46**	**391.73**	**144.15**
Current Assets				
(a) Inventories	7	1,003.19	182.40	32.62
(b) Financial assets				
(i) Trade receivables	8	1,200.57	826.12	543.02
(ii) Cash and cash equivalents	9	174.96	125.06	212.20
(iii) Bank balances other than (ii) above	10	766.52	172.64	4.66
(c) Current tax assets (net)	11	20.93	-	0.01
(d) Other current assets	12	148.39	23.26	8.56
Total current assets		**3,314.56**	**1,329.48**	**801.07**
Total Assets		**3,952.02**	**1,721.21**	**945.22**
EQUITY AND LIABILITIES				
Equity				
(a) Share capital	13	0.24	0.24	0.24
(b) Share suspense account	13	-	0.00	0.00
(c) Other equity	14	1,788.88	755.86	289.64
Total equity		**1,789.12**	**756.10**	**289.88**
Liabilities				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	15	782.20	23.72	13.35
(ii) Lease liabilities	16	162.26	163.47	-
(b) Provisions	17	5.23	3.21	2.15
Total non-current liabilities		**949.69**	**190.40**	**15.50**
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	18	391.97	183.25	215.27
(ii) Lease liabilities	16	1.21	1.10	-
(iii) Trade payables	19			
- Total outstanding dues of micro enterprises and small enterprises		40.34	50.01	81.06
- Total outstanding dues of creditors other than micro enterprises and small enterprises		468.53	266.12	125.30
(iv) Other financial liabilities	20	11.82	9.36	13.58
(b) Other current liabilities	21	250.06	192.46	181.74
(c) Provisions	22	45.96	33.44	22.89
(d) Current tax liabilities (net)	11	3.32	38.97	-
Total current liabilities		**1,213.21**	**774.71**	**639.84**
Total liabilities		**2,162.90**	**965.11**	**655.34**
Total Equity and Liabilities		**3,952.02**	**1,721.21**	**945.22**

The above statement should be read with Basis of Preparation and Material Accounting Policies forming part of the Restated Consolidated Financial Information, Statement of adjustments to Restated Consolidated Financial Information and Notes to Restated Consolidated Financial Information.

In terms of our report attached
For M P P S & Co.
Chartered Accountants
ICAI Firm Registration No. 140400W

For and on behalf of the Board of Directors of
TMC Transformers (India) Limited
(formerly known as TMC Transformers (India) Private Limited)

CA. Prashant Modi
Partner
Membership No. 139018

Hriday Narayan R Shukla
Chairman and Managing Director
(DIN: 07317976)

Venkatasesha Sita Rama Venugopal Kalavagunta
Executive Director
(DIN: 03218037)

Place: Vadodara
Date: 30-Jun-2026

Saurabh Dharamsibhai Patel
Chief Financial Officer

Khushali Patel
Company Secretary and Compliance Officer

TMC TRANSFORMERS (INDIA) LIMITED
(formerly known as TMC TRANSFORMERS (INDIA) PRIVATE LIMITED)
CIN: U29299GJ2009PLC107122
RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS
(All figures in ₹ millions unless otherwise stated)

	Note	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
I Revenue from operations	23	4,172.35	2,716.85	2,475.25
II Other income	24	24.14	14.72	4.77
III Total Income (I + II)		**4,196.49**	**2,731.57**	**2,480.02**
IV Expenses:				
Cost of materials consumed	25A	2,605.15	1,794.56	1,957.49
Changes in inventory of work-in-progress and finished goods	26	(227.46)	(125.62)	53.47
Employee benefits expense	27	184.79	147.83	73.84
Finance costs	28	48.04	30.89	18.91
Depreciation and amortization expense	3C	25.76	20.68	7.08
Other Expenses	29	279.34	233.16	166.60
Total expenses (IV)		**2,915.62**	**2,101.50**	**2,277.39**
V Profit before tax (III - IV)		**1,280.87**	**630.07**	**202.63**
VI Tax expense:				
(1) Current tax expense	30	333.41	167.00	52.24
(2) Tax expense of earlier years	30	(1.17)	-	0.32
(3) Deferred tax expense	30	(8.49)	(3.38)	(0.92)
Total tax expense (VI)		**323.75**	**163.62**	**51.64**
VII Profit for the year (V - VI)		**957.12**	**466.45**	**150.99**
VIII Other Comprehensive Income				
(a) Items that will not be reclassified to profit or loss				
(i) Remeasurement of defined benefit obligations	35	(0.14)	(0.31)	(0.30)
(ii) Income tax relating to above items	30	0.04	0.08	0.08
(b) Items that will be reclassified to profit or loss		-	-	-
Total other comprehensive income (VIII)		**(0.10)**	**(0.23)**	**(0.22)**
IX Total Comprehensive Income for the period (VII + VIII)		**957.02**	**466.22**	**150.77**
X Earnings per share (Face value of ₹ 10 per share) (in ₹)				
Basic	31	14.11	6.88	2.23
Diluted	31	14.05	6.88	2.23

The above statement should be read with Basis of Preparation, Material Accounting Policies forming part of the Restated Consolidated Financial Information, Statement of adjustments to Restated Consolidated Financial Information and Notes to Restated Consolidated Financial

In terms of our report attached
For M P P S & Co.
Chartered Accountants
ICAI Firm Registration No. 140400W

For and on behalf of the Board of Directors of
TMC Transformers (India) Limited
(formerly known as TMC Transformers (India) Private Limited)

CA. Prashant Modi
Partner
Membership No. 139018

Hriday Narayan R Shukla
Chairman and Managing Director
(DIN: 07317976)

Venkatasesha Sita Rama Venugopal Kalavagunta
Executive Director
(DIN: 03218037)

Place: Vadodara
Date: 30-Jun-2026

Saurabh Dharamsibhai Patel
Chief Financial Officer

Khushali Patel
Company Secretary and Compliance Officer

TMC TRANSFORMERS (INDIA) LIMITED
(formerly known as TMC TRANSFORMERS (INDIA) PRIVATE LIMITED)
CIN: U29299GJ2009PLC107122
RESTATED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(All figures in ₹ millions unless otherwise stated)

A. Equity share capital

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the reporting year	**0.24**	**0.24**	**0.24**
Changes in Equity Share Capital due to prior period errors	-	-	-
Restated balance at the beginning of the current reporting year	**0.24**	**0.24**	**0.24**
Changes in equity share capital during the current year *	0.00	-	-
Restated balance at the end of the reporting year	**0.24**	**0.24**	**0.24**

(*During the current year, the Parent Company issued 438 equity shares of ₹10 each. The corresponding increase in equity share capital amounts to less than ₹0.01 million and accordingly rounds off to ₹0.00 million in these financial statements.)

B. Other equity

	Reserves & Surplus		Capital Reserve arising on common control business combination	Total
	Securities premium	Retained earnings		
Balance as at 01-Apr-2023	**327.60**	**101.42**	**(264.09)**	**164.93**
Business combination adjustments - Elimination of subsidiary's pre-acquisition reserves (refer note 42)	-	(23.55)	-	(23.55)
Adjustment for unrealised profit in intra-group inventory	-	(2.51)	-	(2.51)
Restated balance as at 01-Apr-2023	**327.60**	**75.36**	**(264.09)**	**138.87**
Profit for the year	-	150.99	-	150.99
Remeasurement of defined benefit plans (Other comprehensive loss) (refer note 35)	-	(0.22)	-	(0.22)
Balance as at 31-Mar-2024	**327.60**	**226.13**	**(264.09)**	**289.64**
Profit for the year	-	466.45	-	466.45
Remeasurement of defined benefit plans (Other comprehensive loss) (refer note 35)	-	(0.23)	-	(0.23)
Balance as at 31-Mar-2025	**327.60**	**692.35**	**(264.09)**	**755.86**
Profit for the year	-	957.12	-	957.12
Remeasurement of defined benefit plans (Other comprehensive loss) (refer note 35)	-	(0.10)	-	(0.10)
Issue of equity shares	79.15	-	-	79.15
Share issue expenses	(3.15)	-	-	(3.15)
Balance as at 31-Mar-2026	**403.60**	**1,649.37**	**(264.09)**	**1,788.88**

The above statement should be read with Basis of Preparation, Material Accounting Policies forming part of the Restated Consolidated Financial Information, Statement of adjustments to Restated Consolidated Financial Information and Notes to Restated Consolidated Financial Information.

In terms of our report attached
For M P P S & Co.
Chartered Accountants
ICAI Firm Registration No. 140400W

For and on behalf of the Board of Directors of
TMC Transformers (India) Limited
(formerly known as TMC Transformers (India) Private Limited)

CA. Prashant Modi
Partner
Membership No. 139018

Hriday Narayan R Shukla
Chairman and Managing Director
(DIN: 07317976)

Venkatasesha Sita Rama Venugopal Kalavagunta
Executive Director
(DIN: 03218037)

Place: Vadodara
Date: 30-Jun-2026

Saurabh Dharamsibhai Patel
Chief Financial Officer

Khushali Patel
Company Secretary and Compliance Officer

TMC TRANSFORMERS (INDIA) LIMITED
(formerly known as TMC TRANSFORMERS (INDIA) PRIVATE LIMITED)
CIN: U29299GJ2009PLC107122
RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS
(All figures in ₹ millions unless otherwise stated)

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
A Cash Flow From Operating Activities			
Net profit before taxation	1,280.87	630.07	202.63
Adjustments For :			
Depreciation and amortization expenses	25.76	20.68	7.08
(Profit) / loss on sale of property, plant and equipment	3.92	(1.03)	-
Interest income on fixed deposits	(12.62)	(11.38)	(0.98)
Interest on working capital and trade finance arrangements	25.38	8.00	5.85
Interest on vehicle loans	1.88	4.00	3.44
Unrealised foreign exchange fluctuation gain (net)	(1.08)	(0.26)	-
Interest on lease liability	15.70	11.84	-
Provision for expected credit loss	0.32	2.53	3.39
Operating Profit Before Working Capital Changes	**1,340.13**	**664.45**	**221.41**
Changes in :			
(Increase) / Decrease in trade receivables	(373.69)	(285.37)	(353.92)
(Increase) / Decrease in inventories	(820.79)	(149.78)	57.99
(Increase) / Decrease in financial assets	0.10	(0.07)	(11.29)
(Increase) / Decrease in current assets	(125.13)	(14.70)	25.23
Increase / (Decrease) in trade payables	192.74	109.77	124.43
Increase / (Decrease) in other liabilities and provisions	77.31	16.37	102.02
Working Capital Changes	**(1,049.46)**	**(323.78)**	**(55.54)**
Cash Generated From Operations	**290.67**	**340.67**	**165.87**
Taxes Paid (Net)	(388.86)	(128.10)	(52.96)
Net Cash (used in) / generated from Operating Activities	**(98.19)**	**212.57**	**112.91**
B Cash Flow From Investing Activities			
Payments for purchase of property, plant and equipment, capital work-in-progress and intangible assets	(260.27)	(132.13)	(88.61)
Proceeds from property, plant and equipment and intangible assets	1.43	39.13	6.86
Investment in term deposits (net)	(602.59)	(169.90)	2.94
Interest received	10.38	9.44	0.87
Net Cash (used in) / generated from Investing Activities	**(851.05)**	**(253.46)**	**(77.94)**
C Cash Flow From Financing Activities			
Proceeds from / (repayment of) borrowings (net)	203.33	(21.65)	85.86
Proceeds from compulsory convertible preference shares	763.87	-	-
Lease liabilities paid	(16.80)	(12.60)	-
Interest, commitment and finance charges paid	(27.26)	(12.00)	(9.29)
Proceeds from issue of fully-paid equity shares (net)	76.00	-	-
Net Cash (used in) / generated from Financing Activities	**999.14**	**(46.25)**	**76.57**
Net Increase / (decrease) in Cash and Cash Equivalent (A+B+C)	49.90	(87.14)	111.54
Cash and Cash Equivalents at Beginning of Year	125.06	212.20	100.66
Cash and Cash Equivalents at the End of Year	**174.96**	**125.06**	**212.20**

Notes to the consolidated cash-flow statement:

1 Cash and cash equivalent (refer note 9):

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Cash-in-hand	0.30	0.26	0.65
Balances with bank in current account	174.53	17.76	211.53
Balances with bank in overdraft account	0.13	107.04	0.02
Total	**174.96**	**125.06**	**212.20**

2 This Restated Consolidated Statement of Cash Flows has been prepared per the Indirect Method as set out in Ind AS 7 Statement of Cash Flows.

TMC TRANSFORMERS (INDIA) LIMITED
(formerly known as TMC TRANSFORMERS (INDIA) PRIVATE LIMITED)
CIN: U29299GJ2009PLC107122
RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS
(All figures in ₹ millions unless otherwise stated)

Notes to the consolidated cash-flow statement (contd.):

3 Changes in liabilities arising from financing activities

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Lease liabilities at the beginning of the year	164.58	-	-
Additions during the year	-	165.34	-
Finance charges paid under lease liabilities during the year	15.70	11.84	-
Payment of lease liabilities during the year	(16.80)	(12.60)	-
Lease liabilities at the end of the year	**163.48**	**164.58**	**-**

4 Disclosure of changes in liabilities arising from financing activities, including changes arising from cash flows and non-cash changes, are as under:

	As at April 01, 2025	Net cash flows	Changes in fair values / accruals	Others*	As at March 31, 2026
Non-current borrowing (including current maturities of long-term debt)	31.32	(7.73)	-	763.87	787.46
Current borrowings	175.65	211.06	-	-	386.71
Interest	-	(27.26)	27.26	-	-
Total	**206.97**	**176.07**	**27.26**	**763.87**	**1,174.17**

	As at April 01, 2024	Net cash flows	Changes in fair values / accruals	Others	As at March 31, 2025
Non-current borrowing (including current maturities of long-term debt)	20.40	10.92	-	-	31.32
Current borrowings	208.22	(32.57)	-	-	175.65
Interest	-	(12.00)	12.00	-	-
Total	**228.62**	**(33.65)**	**12.00**	**-**	**206.97**

	As at April 01, 2023	Net cash flows	Changes in fair values / accruals	Others	As at March 31, 2024
Non-current borrowing (including current maturities of long-term debt)	0.17	20.23	-	-	20.40
Current borrowings	142.59	65.63	-	-	208.22
Interest	-	(9.29)	9.29	-	-
Total	**142.76**	**76.57**	**9.29**	**-**	**228.62**

(* Others comprises cash inflow on issue of compulsory convertible preference shares (CCPS), which are recognised as a liability in accordance with Ind AS 109. (refer note 13 and 15))

5 During the current year, the Parent acquired shares of subsidiary for an aggregate consideration of ₹ 287.74 million. The transaction was settled entirely by issuing Parent's equity shares and did not involve any cash outflow.

The Group accounted for the aforesaid transaction as a business combination involving entities under common control using the pooling of interests method in accordance with Appendix C to Ind AS 103.

The above statement should be read with Basis of Preparation, Material Accounting Policies forming part of the Restated Consolidated Financial Information, Statement of adjustments to Restated Consolidated Financial Information and Notes to Restated Consolidated Financial Information.

In terms of our report attached
For M P P S & Co.
Chartered Accountants
ICAI Firm Registration No. 140400W

For and on behalf of the Board of Directors of
TMC Transformers (India) Limited
(formerly known as TMC Transformers (India) Private Limited)

CA. Prashant Modi
Partner
Membership No. 139018

Hriday Narayan R Shukla
Chairman and Managing Director
(DIN: 07317976)

Venkatasesha Sita Rama Venugopal Kalavagunta
Executive Director
(DIN: 03218037)

Place: Vadodara
Date: 30-Jun-2026

Saurabh Dharamsibhai Patel
Chief Financial Officer

Khushali Patel
Company Secretary and Compliance Officer

TMC TRANSFORMERS (INDIA) LIMITED
(formerly known as TMC TRANSFORMERS (INDIA) PRIVATE LIMITED)
CIN: U29299GJ2009PLC107122
NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION

1 Corporate information

TMC Transformers (India) Limited (hereinafter referred to as "TMC" or "the Company" or "the Parent") is a public limited company domiciled and incorporated in India having its registered office at Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara-Halol Highway, Taluka - Waghodiya, Vadodara, Gujarat, India, 391510. The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on May 28, 2025 and consequently the name of the Company has changed to TMC Transformers (India) Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies on June 11, 2025. The Company is primarily engaged in manufacturing of oil-type and dry-type transformers.

The consolidated financial statements are prepared for the Company and its subsidiary - Anshuman Transpower System Private Limited (hereinafter referred to as "ATS" or "Subsidiary") - together referred to as the “Group”. ATS is primarily engaged in manufacturing CRGO core for transformers.

2 Accounting Policy Information

2A Basis of preparation

The restated consolidated financial information of the Company and its subsidiary (collectively, the “Group”) comprise of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024, Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Restated Consolidated Statement of Changes in Equity, and Restated Consolidated Statement of Cash Flows for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, Material Accounting Policies to the Restated Consolidated Financial Information, and Notes to the Restated Consolidated Financial Information (collectively, the “Restated Consolidated Financial Information”).

These Statements have been prepared by the Management of the Group as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("ICDR Regulations")for the purpose of inclusion in the Draft Red Herring Prospectus (‘DRHP’) in connection with its proposed Initial Public Offering (“IPO”) of equity shares of face value of ₹ 10 each of the Company comprising a fresh issue of equity shares, in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the “Act”);
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”)

The Restated Consolidated Financial Information have been compiled by the management from audited Special Purpose Consolidated Financial Statements of the Group as at March 31, 2026, March 31, 2025 and March 31, 2024 prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India, to the extent applicable, and the presentation requirements of the Act which have been approved by the Board of Directors at their meeting held on June 30, 2026.

During the year ended March 31, 2026, the Company acquired 100% equity shareholding in ATS, an entity under common control, as described in Note 42 to the Restated Consolidated Financial Information. The acquisition has been accounted for as a business combination involving entities under common control in accordance with Appendix C to Ind AS 103, Business Combinations, using the pooling of interests method. Accordingly, the financial information for all periods presented has been restated as if the acquisition had occurred from April 1, 2023, being the beginning of the earliest period presented in the Restated Consolidated Financial Information.

Refer Note 44 for reconciliation of total equity and total comprehensive income as per the audited Special Purpose Consolidated Financial Statements as at and for the year ended March 31, 2026, March 31, 2025 and March 31, 2024; and total equity and total comprehensive income as per the Restated Consolidated Financial Information.

The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of special purpose consolidated financial statements as at and for the year ended March 31, 2026.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the audited Consolidated Financial Statements for the years ended March 31, 2026.

2A Basis of preparation (contd.)

The Group is engaged in manufacture and supply of transformers and related equipment, involving project-based contracts with varying completion timelines. Given the diverse nature of contracts undertaken, the operating cycle varies across projects and activities. Accordingly, in terms of paragraph 68 of Ind AS 1 'Presentation of Financial Statements', the operating cycle has been considered to be twelve months for the purpose of classification of assets and liabilities as current or non-current, in accordance with the criteria prescribed under Ind AS 1 and Schedule III to the Companies Act, 2013.

The Restated Consolidated Financial Information have been prepared on a historical cost convention on accrual basis, except for compulsory convertible preference shares which are measured at fair value through profit or loss. The restated consolidated financial information are presented in Indian Rupees ('₹') and all values are rounded to nearest million (₹ '000,000) up to two decimal places, except when otherwise indicated.

2B Material accounting policies

2B(a) Property, Plant and Equipment

The Group has elected to continue with the carrying values of all its property, plant and equipment recognised as at April 1, 2023, measured in accordance with the previous GAAP, and use such carrying values as the deemed cost of such assets on the date of transition to Ind AS in accordance with paragraph D7AA of Ind AS 101, First-time Adoption of Indian Accounting Standards. Property, plant and equipment comprise tangible assets and capital work-in-progress, excluding right-of-use assets recognised under Ind AS 116. Property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment includes its purchase price, including non-refundable taxes and duties, net of applicable tax credits, and any directly attributable costs incurred in bringing the asset to its working condition and location for its intended use. Cost also includes borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset and capitalised in accordance with the Group's accounting policy on borrowing costs. Capital work-in-progress comprises the cost of property, plant and equipment that are not yet ready for their intended use as at the reporting date.

Subsequent expenditure related to an item of property, plant and equipment is capitalised 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. All other repairs and maintenance costs are recognised in the Statement of Profit and Loss as incurred. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is recognised in the Statement of Profit and Loss in the period in which the asset is derecognised.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work-in-progress), less their estimated residual values, on a straight-line basis over their estimated useful lives. The useful lives are generally based on those prescribed under Schedule II to the Act, except where a different useful life is justified based on a technical assessment. Depreciation on property, plant and equipment commences when the asset is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. The estimated useful lives, residual values and depreciation method are reviewed at least at each financial year-end and adjusted prospectively, where appropriate, to reflect any changes in estimates.

Useful lives of each class of PPE as prescribed under Part C of Schedule II to the Act and adopted by the Group are as under:

Asset description	Useful life (years)
Computer	3
Furniture and fixtures	10
Office equipment	15
Plant and machinery	15
Vehicles	8

2B(b) Intangible Assets

The Group has elected to continue with the carrying values of its intangible assets recognised as at April 1, 2023, measured in accordance with the previous GAAP, and use such carrying values as their deemed cost on the date of transition to Ind AS in accordance with paragraph D7AA of Ind AS 101.

Intangible assets are recognised at cost when it is probable that the future economic benefits attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are subsequently carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite useful lives are amortised on a straight-line basis over their estimated useful lives from the date they are available for use. The estimated useful lives, residual values and amortisation method are reviewed at each financial year-end and revised prospectively, where considered necessary.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition is recognised in the Statement of Profit and Loss.

The estimated useful lives of intangible assets are as follows:

Asset description	Useful life (years)
Computer software	3

2B(c) Impairment of non - financial assets

At each reporting date, the Group assesses whether there is any indication that a non-financial asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset or the cash-generating unit ("CGU") to which the asset belongs.

The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, an impairment loss is recognised in the Statement of Profit and Loss to the extent of the excess.

Value in use is determined based on the present value of the estimated future cash flows expected to arise from the continuing use of the asset or CGU and from its ultimate disposal.

At each reporting date, the Group assesses whether there is any indication that an impairment loss recognised in prior periods may no longer exist or may have decreased. If such indication exists, the recoverable amount is re-estimated. An impairment loss recognised in prior periods is reversed to the extent that the carrying amount of the asset does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised previously. Such reversal is recognised in the Statement of Profit and Loss.

2B(d) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of work-in-progress and finished goods, cost includes an appropriate allocation of fixed and variable production overheads based on normal operating capacity.

Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Scrap inventory is valued at net realisable value. The assessment of cost and net realisable value is made on an item-by-item basis, unless it is more appropriate to assess related items collectively.

Raw materials, components and other supplies 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. However, where a decline in the price of raw materials indicates that the cost of the finished products will exceed their net realisable value, such materials are written down to their net realisable value.

2B(e) Revenue recognition

Revenue is recognised when control of the promised goods or services is transferred to the customer in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue from the sale of transformers and other products is recognised at a point in time when control of the goods passes to the customer in accordance with the terms of the contract, which generally occurs upon dispatch or delivery of the goods. Revenue is measured at the transaction price, net of discounts, rebates, returns and other variable consideration, and excludes amounts collected on behalf of third parties such as goods and services tax.

Revenue from services is recognised over time or at a point in time depending on the nature of the performance obligation and the terms of the underlying contract.

Contract modifications and retrospective price revisions are accounted for in accordance with the requirements of Ind AS 115.

Export incentives are recognized on accrual basis when there is reasonable assurance that the related conditions will be complied with and the incentives will be received.

2B(f) Other Income

Other income is recognised on an accrual basis when it is probable that the economic benefits associated with the transaction will flow to the Group and the amount of income can be measured reliably.

2B(g) Lease

At the inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group recognises a right-of-use asset and a corresponding lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost and subsequently measured at cost less accumulated depreciation and impairment losses, if any, and adjusted for certain remeasurements of the lease liability. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset.

The lease liability is initially measured at the present value of lease payments not paid at the commencement date, discounted using the interest rate implicit in the lease or, where that rate cannot be readily determined, the Group's incremental borrowing rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method and is remeasured when there is a change in future lease payments or a reassessment of lease-related options.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases with a lease term of 12 months or less and leases of low-value assets. Payments associated with such leases are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Lease payments towards principal amount of lease liabilities are classified as financing activities and interest paid thereon is classified in accordance with the Group's policy for interest paid in the Statement of Cash Flows.

2B(h) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset. Income earned on the temporary investment of specific borrowings pending their utilisation for qualifying assets is deducted from the borrowing costs eligible for capitalisation.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

2B(i) Employee benefits

I. Defined Benefit Obligation Plans: Gratuity

The Group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity plans in respective group company is unfunded. The liability recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The respective group company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Past-service costs are recognized immediately in profit or loss.

II. Defined Contribution Plans: Provident Fund and Employee State Insurance

Contribution towards provident fund and employee state insurance for employees is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the monthly contributions made.

III. Short-term obligations:

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized undiscounted during the period employee renders services. These benefits include salaries, wages, bonus, performance incentives, compensated absences, etc.

2B(j) Taxes on income

Income tax expense comprises current tax and deferred tax.

Current tax is measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the applicable tax laws and tax rates enacted or substantively enacted at the reporting date. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and credits can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax balances relate to income taxes levied by the same taxation authority on the same taxable entity, or different taxable entities that intend to settle current tax balances on a net basis.

2B(k) Financial Assets

(a) Cash and cash equivalent

Cash and cash equivalent comprise cash on hand, balances with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

For the purpose of the Statement of Cash Flows, cash and cash equivalents include bank overdrafts that are repayable on demand and form an integral part of the Group's cash management arrangements.

(b) Trade receivables

Trade receivables represent the Group's right to consideration that is unconditional, other than the passage of time.

Trade receivables are recognised initially at transaction price and subsequently measured at amortised cost less allowance for expected credit losses. The Group applies the simplified approach prescribed under Ind AS 109 and recognises lifetime expected credit losses on trade receivables. Expected credit losses are estimated based on historical credit loss experience, adjusted for current and forward-looking information. Trade receivables are written off when there is no reasonable expectation of recovery.

2B(k) Financial Assets (contd.)

(c) Other financial assets at amortized cost

Financial assets are measured at amortised cost if they are held within a business model whose objective is to hold assets to collect contractual cash flows and the contractual terms of the assets give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate method, less impairment.

2B(l) Financial Liabilities

(a) Financial guarantee contracts

Financial guarantee contracts issued by the Group are initially recognised at fair value and subsequently measured at higher of:
(i) the amount of loss allowance determined in accordance with Ind AS 109; and
(ii) the amount initially recognised less cumulative income recognised, where appropriate.

(b) Other liabilities

Financial liabilities are initially recognised at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. Subsequent to initial recognition, financial liabilities are measured at amortised cost using the effective interest rate method.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. Any resulting gain or loss is recognised in the Statement of Profit and Loss.

2B(m) Equity instruments

Equity instruments issued are recognised at the proceeds received, net of directly attributable transaction cost.

2B(n) Offsetting financial assets with financial liabilities

Financial assets and financial liabilities are offset and the net amount is presented in the Balance Sheet when, and only when, the Group has a legally enforceable right to offset the recognised amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2B(o) Earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is calculated by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding during the period for the effects of all dilutive potential equity shares.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus issues, that have changed the number of equity shares outstanding without a corresponding change in resources.

2B(p) Segment reporting

Operating segments are identified based on the internal reports regularly reviewed by the Chief Operating Decision Maker ("CODM") for allocating resources and assessing performance.

Segment results are measured using the same accounting policies as those used in the preparation of the restated consolidated financial information.

2B(q) Provisions and contingencies

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, or a present obligation that is not recognised because either the likelihood of an outflow of resources is not probable or the amount of the obligation cannot be measured reliably.

Contingent assets are disclosed when an inflow of economic benefits is probable. Contingent assets are not recognised in the financial statements.

2B(r) Foreign currency transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing at the reporting date. Non-monetary items measured at historical cost are translated using the exchange rates at the date of the transaction, while non-monetary items measured at fair value are translated using the exchange rates at the date when the fair value is determined. Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

2B(s) Key accounting judgements, estimates and assumptions

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and related disclosures. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis and revisions to accounting estimates are recognised prospectively.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that could have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are described below:

(i) Determination of the estimated useful life of tangible assets:
Management reviews the estimated useful lives and residual values of property, plant and equipment at each reporting date. Useful lives are based on technical evaluation, historical experience, expected usage, operating conditions and technological developments.

(ii) Recognition and measurement of defined benefit obligations:
The cost of defined benefit plans and the present value of the related obligations are determined using actuarial valuations. The actuarial valuation involves assumptions relating to discount rates, future salary increases, mortality rates and employee attrition rates. Changes in these assumptions may have a material impact on the defined benefit obligations.

(iii) Recognition of deferred tax assets:
Deferred tax assets are recognised for deductible temporary differences, unused tax losses, unabsorbed depreciation and tax credits to the extent that it is probable that future taxable profits will be available against which such amounts can be utilised. The assessment of the probability of future taxable profits requires management judgement and is based on future business projections and other relevant factors.

(iv) Provisions and Contingent Liabilities
The Group exercises judgement in assessing whether a present obligation exists and in estimating the probability, timing and amount of any outflow of resources in respect of such obligations. These assessments are based on the facts and circumstances of each case, including available legal and professional advice, judicial precedents, contractual terms and applicable regulatory requirements. Changes in these assumptions and estimates may result in changes to the recognised provisions or contingent liability disclosures.

2B(s) Key accounting judgements, estimates and assumptions (contd.)

(v) Expected Credit Losses on Trade Receivables

The impairment allowance for trade receivables is based on the expected credit loss model. The Group estimates expected credit losses by considering historical credit loss experience, ageing of receivables, customer-specific factors and current and forecast economic conditions. Changes in these assumptions may impact the amount of impairment allowance recognised.

(vi) Revenue Recognition

The Group exercises judgement in identifying performance obligations and determining whether revenue is recognised at a point in time or over time. Such assessment is based on the terms of the underlying contracts, including transfer of control, enforceable rights and the nature of the performance obligations. Changes in these assessments may affect the timing and amount of revenue recognised.

(vii) Fair Valuation of Financial Instruments

The fair value of certain financial instruments is determined using valuation techniques that involve significant assumptions and estimates. Changes in assumptions relating to discount rates, expected future cash flows, volatility and other valuation inputs may affect the carrying value of such financial instruments.

(viii) Impairment Assessment of Non-financial Assets

The Group assesses whether there are indicators of impairment of non-financial assets at each reporting date. Determining the recoverable amount involves estimates relating to future cash flows, growth rates and discount rates. Changes in these assumptions may affect the recoverable amount and the resulting impairment assessment.

2B(t) Business Combination

The consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiary. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity, in accordance with Ind AS 110 'Consolidated Financial Statements' notified under Section 133 of the Companies Act, 2013. The financial statements of the subsidiary are prepared for the same reporting period as the Company, using uniform accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method in accordance with Appendix C to Ind AS 103.

The assets and liabilities of the combining entities are recognised at their existing carrying amounts. The identity of reserves is preserved and they are reflected in the consolidated financial statements in the same form in which they appeared in the financial statements of the transferor entity.

The financial information in the consolidated financial statements is restated as if the business combination had occurred from the beginning of the preceding period presented in the financial statements, irrespective of the actual date of the combination. However, where the business combination occurs after the date on which common control was established, the combination is accounted for from the date on which common control was established. The difference, if any, between the consideration transferred and the amount of share capital of the transferor entity is recognised in capital reserve.

2B(u) Recent Accounting Pronouncements

MCA notifies new standards or amendments to existing standards under the Companies (Indian Accounting Standards) Rules from time to time. During the year, MCA notified the Companies (Indian Accounting Standards) Amendment Rules, 2025 (GSR 291(E) dated 7 May 2025) and the Companies (Indian Accounting Standards) Second Amendment Rules, 2025 (dated 13 August 2025). The Company has assessed the impact of these amendments, which are effective from 1 April 2025, and has determined that they do not have a material impact on its financial statements.

TMC TRANSFORMERS (INDIA) LIMITED
(formerly known as TMC TRANSFORMERS (INDIA) PRIVATE LIMITED)
CIN: U29299GJ2009PLC107122
NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
(All figures in ₹ millions unless otherwise stated)

Note 3A Property, Plant and Equipment, Right-of-Use assets & Intangible assets

	Tangible Assets							Right-of-Use Assets		Intangible Assets	
	Land	Computer	Furniture and fixtures	Office equipment	Plant and machinery	Vehicles	Total	Leasehold land	Total	Computer software	Total
Gross Block											
As at April 01, 2023 (Deemed cost)	**-**	**0.80**	**0.22**	**0.20**	**41.20**	**6.40**	**48.82**	**-**	**-**	**0.10**	**0.10**
Additions	-	1.31	1.16	0.11	56.66	23.74	**82.98**	-	**-**	0.00	**0.00**
Disposals	-	-	-	-	-	0.69	**0.69**	-	**-**	-	**-**
As at March 31, 2024	**-**	**2.11**	**1.38**	**0.31**	**97.86**	**29.45**	**131.11**	**-**	**-**	**0.11**	**0.11**
Additions	42.39	0.52	0.39	0.07	30.10	26.81	**100.28**	165.33	**165.33**	0.11	**0.11**
Disposals	-	-	-	-	-	3.42	**3.42**	-	**-**	-	**-**
As at March 31, 2025	**42.39**	**2.63**	**1.77**	**0.38**	**127.96**	**52.84**	**227.97**	**165.33**	**165.33**	**0.22**	**0.22**
Additions	-	1.61	1.84	0.67	54.90	9.44	**68.46**	-	**-**	-	**-**
Disposals	-	-	-	-	-	6.39	**6.39**	-	**-**	-	**-**
As at March 31, 2026	**42.39**	**4.24**	**3.61**	**1.05**	**182.86**	**55.89**	**290.04**	**165.33**	**165.33**	**0.22**	**0.22**
Accumulated Depreciation / Amortization											
As at April 01, 2023	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Additions	-	0.47	0.03	0.01	5.16	1.40	**7.07**	-	**-**	0.01	**0.01**
Disposals	-	-	-	-	-	0.10	**0.10**	-	**-**	-	**-**
As at March 31, 2024	**-**	**0.47**	**0.03**	**0.01**	**5.16**	**1.30**	**6.97**	**-**	**-**	**0.01**	**0.01**
Additions	-	0.78	0.18	0.02	8.63	5.13	**14.74**	5.91	**5.91**	0.03	**0.03**
Disposals	-	-	-	-	-	0.40	**0.40**	-	**-**	-	**-**
As at March 31, 2025	**-**	**1.25**	**0.21**	**0.03**	**13.79**	**6.03**	**21.31**	**5.91**	**5.91**	**0.04**	**0.04**
Additions	-	0.83	0.23	0.04	10.14	6.61	**17.85**	7.87	**7.87**	0.04	**0.04**
Disposals	-	-	-	-	-	1.04	**1.04**	-	**-**	-	**-**
As at March 31, 2026	**-**	**2.08**	**0.44**	**0.07**	**23.93**	**11.60**	**38.12**	**13.78**	**13.78**	**0.08**	**0.08**
Net Block											
As at March 31, 2026	**42.39**	**2.16**	**3.17**	**0.98**	**158.93**	**44.29**	**251.92**	**151.55**	**151.55**	**0.14**	**0.14**
As at March 31, 2025	42.39	1.38	1.56	0.35	114.17	46.81	**206.66**	159.42	**159.42**	0.18	**0.18**
As at March 31, 2024	-	1.64	1.35	0.30	92.70	28.15	**124.14**	-	**-**	0.10	**0.10**

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Note 3B Capital work-in-progress

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	-	-	-
Additions during the year	31.68	-	-
Capitalisation / deletion during the year	-	-	-
Total	**31.68**	**-**	**-**

Notes to Note 3A and 3B:

1. All property, plant and equipment are held in the name of the respective group company.
2. No proceedings have been initiated or are pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
3. Refer notes 15 and 18 for information on property, plant and equipment given as a security by the Group.
4. For details of Ind AS 116 - Leases disclosure, refer Note 40.
5. Refer note 32 for disclosure on contractual commitments for the acquisition and construction of property, plant and equipment.
6. The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
7. The Group assesses at each reporting date whether there is any indication that an asset may be impaired. Based on the assessment performed, no impairment indicators were identified requiring recognition of impairment loss under Ind AS 36 during the year.
8. There are no projects for which completion is overdue compared to original plan and cost is not exceeding against the budgeted cost.
9. Under Ind AS transitional provisions, the Group opted to consider previous GAAP carrying value of property, plant and equipment as deemed cost as at the transition date April 1, 2023.
10. Ageing of capital work-in-progress is as under:

Projects in progress outstanding in CWIP for a period of -	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
As at March 31, 2026	31.68	-	-	-	31.68
As at March 31, 2025	-	-	-	-	-
As at March 31, 2024	-	-	-	-	-

Note 3C Depreciation and amortization expense

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Depreciation on property, plant and equipment	17.85	14.74	7.07
Depreciation on right of use assets	7.87	5.91	-
Amortization of intangible assets	0.04	0.03	0.01
Total	**25.76**	**20.68**	**7.08**

Note 4. Other non-current financial assets

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance in fixed deposit accounts	5.03	2.64	1.46
Deposits held as margin money	20.72	12.43	9.72
Security deposits paid	1.15	1.25	1.18
Interest accrued on above deposits	0.35	0.08	0.11
Total	**27.25**	**16.40**	**12.47**

Note 5. Deferred tax assets (net)

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Opening balance			
- on difference between book balance and tax balance of property, plant and equipment, Right-of-Use Assets and Intangible assets	(6.11)	(3.61)	(1.25)
- on remeasurement of defined benefit obligation	1.87	1.54	1.27
- on Expenditure allowable in future years in Income tax	13.31	7.68	4.59
Movement in current year			
- on difference between book balance and tax balance of property, plant and equipment, Right-of-Use Assets and Intangible assets	(0.51)	(2.50)	(2.36)
- on remeasurement of defined benefit obligation	0.59	0.33	0.27
- on Expenditure allowable in future years in Income tax	8.45	5.63	3.09
Closing balance			
- on difference between book balance and tax balance of property, plant and equipment, Right-of-Use Assets and Intangible assets	(6.62)	(6.11)	(3.61)
- on remeasurement of defined benefit obligation	2.46	1.87	1.54
- on Expenditure allowable in future years in Income tax	21.76	13.31	7.68
Total	**17.60**	**9.07**	**5.61**

Note 6. Other non-current assets

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Capital advances	157.32	-	1.83
Total	**157.32**	**-**	**1.83**

Note 7. Inventories

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Raw material	537.32	28.18	4.02
Raw material in transit	84.19	-	-
Work-in-progress	222.63	80.96	11.40
Finished goods	153.63	72.43	17.20
Scrap	5.42	0.83	-
Total	**1,003.19**	**182.40**	**32.62**

Note 7.1 For charges created on inventories, refer note 15 and 18.
Note 7.2 For method of valuation of inventories, refer note 2B(d).

Note 8. Trade receivables

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Trade receivables - Unsecured, Considered good	1,212.44	839.12	553.49
Trade receivables - Unsecured, Considered doubtful	-	-	-
	1,212.44	**839.12**	**553.49**
Less: Allowance for expected credit loss	(11.87)	(13.00)	(10.47)
Total	**1,200.57**	**826.12**	**543.02**

Note 8. Trade receivables (contd.)

Note 8.1 Ageing of trade receivables:

	Outstanding for following periods from the due date						
	Not due	Less than 6 months	6 months – 1 year	1 – 2 years	2 – 3 years	More than 3 years	Total
As at 31st March, 2026:							
(i) Undisputed trade receivables considered good	993.86	170.44	21.09	13.39	1.91	11.75	1,212.44
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables credit impaired	-	-	-	-	-	-	-
	993.86	**170.44**	**21.09**	**13.39**	**1.91**	**11.75**	**1,212.44**
Less: Allowance for expected credit loss							(11.87)
Total							**1,200.57**

	Outstanding for following periods from the due date						
	Not due	Less than 6 months	6 months – 1 year	1 – 2 years	2 – 3 years	More than 3 years	Total
As at 31st March, 2025:							
(i) Undisputed trade receivables considered good	716.85	70.14	10.74	27.26	0.59	13.55	839.12
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables credit impaired	-	-	-	-	-	-	-
	716.85	**70.14**	**10.74**	**27.26**	**0.59**	**13.55**	**839.12**
Less: Allowance for expected credit loss							(13.00)
Total							**826.12**

	Outstanding for following periods from the due date						
	Not due	Less than 6 months	6 months – 1 year	1 – 2 years	2 – 3 years	More than 3 years	Total
As at 31st March, 2024:							
(i) Undisputed trade receivables considered good	420.98	83.11	24.04	11.45	2.75	11.15	553.49
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables credit impaired	-	-	-	-	-	-	-
	420.98	**83.11**	**24.04**	**11.45**	**2.75**	**11.15**	**553.49**
Less: Allowance for expected credit loss							(10.47)
Total							**543.02**

Note 8.2 For trade receivables from related parties and terms and conditions with related parties, refer note 34. No other trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person, except as disclosed.

Note 8.3 Trade receivables are not interest bearing and are normally settled as per payment terms aligned with customers at the time of order negotiations. (Payment terms varies from due immediate to 60 days clean credit or up to 90 days letter of credit arranged from scheduled banks). The Group's term includes charging of interest for delayed payment beyond agreed credit days. However, the Group exercises charging of interest after considering the historical trend, business prospects, reason for delay, market conditions etc.

Note 8. Trade receivables (contd.)

Note 8.4 Carrying value of trade receivables may be affected by the changes in credit risk of the counterparties as explained in Note 39.

Note 8.5 Movement in expected credit loss allowance are as follows:

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	**13.00**	**10.47**	**7.08**
Provision / (Reversal) made during the year (net) (refer Note 39)	0.32	2.53	3.39
Provision utilised during the year (refer Note 39)	(1.45)	-	-
Total	**11.87**	**13.00**	**10.47**

Note 8.6 For charges created on trade receivables, refer note 15 and 18.

Note 8.7 Trade receivable includes ₹ 206.06 million (Previous year: NIL) representing bills discounted with banks under full recourse arrangements, which have not been derecognised. Refer Note 18 for corresponding borrowings.

Note 9. Cash and cash equivalent

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Cash-in-hand	0.30	0.26	0.65
Balances with bank -			
- in current account	174.53	17.76	211.53
- in overdraft account	0.13	107.04	0.02
Total	**174.96**	**125.06**	**212.20**

Note 9.1 Non-cash transactions: During the current year, the Group has not entered into any non-cash transactions on investing and financing activities except share-swap transaction for acquisition of wholly-owned subsidiary 'Anshuman Transpower System Private Limited'. There were no non-cash transactions in the previous year.

Note 10. Other bank balance

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance in fixed deposit accounts	512.86	108.32	0.94
Deposits held as margin money	249.72	62.35	3.72
Interest accrued but not due on bank deposits	3.94	1.97	-
Total	**766.52**	**172.64**	**4.66**

Note 10.1 Balance in fixed deposit accounts include a deposit amounting to ₹ 500 million which is non-callable deposit with tenure of 91 days. Accordingly, it has been excluded from Cash and Cash Equivalent. The restriction is expected to be lifted upon maturity of the deposit.

Note 10.2 The Group has pledged above margin money deposits with bank against bank guarantees issued to customers.

Note 11. Current tax assets / (liabilities) (net)

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Advance income tax (net of provision)	20.93	-	0.01
	20.93	**-**	**0.01**
Current tax liabilities (net of advance tax)	(3.32)	(38.97)	-
	(3.32)	**(38.97)**	**-**
Total	**17.61**	**(38.97)**	**0.01**

Note 12. Other current assets

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance with Government authorities	21.13	-	0.72
Advance to vendors	121.13	23.26	7.84
Prepaid expense	6.13	-	-
Total	**148.39**	**23.26**	**8.56**

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Note 13. Share Capital

	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	Number of Shares	₹	Number of Shares	₹	Number of Shares	₹
Authorised share capital						
Equity shares of ₹ 10 each	1,00,00,000	100.00	5,00,000	5.00	5,00,000	5.00
Series A Compulsory Convertible Preference shares of ₹ 10 each	2,000	0.02	-	-	-	-
Issued, Subscribed & Fully Paid-Up						
Equity shares of ₹ 10 each	24,097	0.24	23,659	0.24	23,659	0.24

a) Reconciliation of the number of Shares outstanding :

	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	Number of Shares	₹	Number of Shares	₹	Number of Shares	₹
Issued, Subscribed & Fully Paid-Up Equity shares of ₹ 10 each						
At the beginning of the year	23,659	0.24	23,659	0.24	23,659	0.24
Add: Issued during the year*	438	0.00	-	-	-	-
At the end of the year	24,097	0.24	23,659	0.24	23,659	0.24

(*During the current year, the Parent Company issued 438 equity shares of ₹10 each. The corresponding increase in equity share capital amounts to less than ₹0.01 million and accordingly rounds off to ₹0.00 million in these financial statements.)

b) Terms and Rights attached to each class of share:-

- The Parent has only one class of equity shares having par value of ₹ 10 per share. Holders of equity shares are entitled to one vote per share.
- In the event of the liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders' holding more than 5% shares in the Company

	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Holding %	Number of Shares	Holding %	Number of Shares	Holding %
Hriday Narayan R Shukla	21,363	88.65%	23,559	99.58%	23,559	99.58%

d) Details of shares held by promoters

	As at March 31, 2026			As at March 31, 2025			As at March 31, 2024		
	Number of Shares	Holding %	% change for the year	Number of Shares	Holding %	% change for the year	Number of Shares	Holding %	% change for the year
Hriday Narayan R Shukla	21,363	88.65%	(9.32%)	23,559	99.58%	0.00%	23,559	99.58%	0.00%
Sushma Shukla	338	1.40%	NA	-	-	-	-	-	-

e) There were no buy back of shares, or issue of bonus shares, or issue of shares pursuant to contract without payment being received in cash during the previous 5 years.

f) As per records of the Parent, including its register of shareholders / members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

g) Share suspense account

	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	Number of Shares	₹	Number of Shares	₹	Number of Shares	₹
Equity shares of ₹ 10 each						
At the beginning of the year	332	0.00	332	0.00	332	0.00
Add: Issued during the year*	(332)	(0.00)	-	-	-	-
At the end of the year	-	-	332	0.00	332	0.00

* The Company has acquired Anshuman Transpower System Private Limited, a common control entity, during the current year by issuing 332 equity shares of ₹ 10 each as consideration. In accordance with Ind AS 103 Appendix C, the Consolidated Financial Statements have been restated from the beginning of the earliest reporting period presented. 332 shares issued as part of the said share swap have been presented in share suspense account for FY 2023-24 and FY 2024-25 in the restated consolidated financial information.

Note 13. Share Capital (contd.)

h) Terms and rights attached to Series A compulsory convertible preference shares:
(i) Series A Compulsory Convertible Preference Shares ("CCPS") carry a non-cumulative preferential dividend rate of 0.01% per annum.

(ii) CCPS shall, with respect to dividend entitlements and distributions upon dissolution, liquidation, or winding-up of the Company, as well as all other rights and preferences, rank senior, prior, and in preference to all classes of Equity Shares and any other series of preference shares of the Company.

(iii) In the event of a liquidation event, the Investor holding CCPS shall have a preferential right to receive liquidation proceeds prior to any distribution to promoters or other shareholders.

(iv) CCPS are convertible into Equity Shares at the option of the holder any time after the Qualified Initial Public Offering (QIPO) Deadline Date, subject to applicable laws. Each Series A CCPS shall also mandatorily convert into Equity Shares at the prescribed conversion price upon the earliest of (1) 10 (ten) days from receipt of notice from the holder of the Series A CCPS requesting for conversion of the Series A CCPS into Equity Shares upon expiry of the QIPO Deadline Date, (2) December 31, 2045, (3) 15 (fifteen) days prior to the filing of the updated draft red herring prospectus (UDRHP) by the Company with SEBI in connection with QIPO, or (4) as otherwise required by the Investor in accordance with the Shareholders' agreement dated January 20, 2026.

(v) The conversion ratio of the CCPS shall be determined based on the applicable pre-money equity valuation of the Company. In the event the Company consummates a QIPO within the stipulated deadline, the conversion shall be based on the QIPO-linked valuation, and the conversion price shall be adjusted accordingly. In the event the Company does not consummate a QIPO within the prescribed timeline, the conversion shall be based on the revised valuation, and the conversion price shall be adjusted accordingly.

(vi) The holders of the CCPS is entitled to receive notice of, attend, and vote on all matters submitted to shareholders, including matters requiring approval of Equity Shareholders, and shall exercise such voting rights in accordance with applicable law.

Note 14. Other equity

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Securities premium			
Opening balance	327.60	327.60	327.60
Additions during the year	79.15	-	-
Utilization during the year	(3.15)	-	-
Closing balance	403.60	327.60	327.60
Capital Reserve arising on Common Control Business Combination	(264.09)	(264.09)	(264.09)
Retained earnings			
Opening balance	692.35	226.13	101.42
Business combination adjustments (refer note 42)	-	-	(23.55)
Adjustment for unrealised profit in intra-group inventory	-	-	(2.51)
Restated opening balance	692.35	226.13	75.36
Profit for the year	957.12	466.45	150.99
Remeasurement of the net defined benefit liability (net of tax effect)	(0.10)	(0.23)	(0.22)
Closing balance	1,649.37	692.35	226.13
Total	**1,788.88**	**755.86**	**289.64**

Note 14.1 Securities premium represents the premium received on issue of shares over and above the face value of equity shares. Such amount is available for utilisation in accordance with the provisions of the Companies Act, 2013.

Note 14.2 The portion of profit not distributed among the shareholders are termed as retained earnings. The Company may utilize the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Company.

Note 14.3 Capital Reserve arising on Common Control Business Combination (refer note 42):
Pursuant to the acquisition of Anshuman Transpower System Private Limited (ATS) during the year ended March 31, 2026, which constitutes a business combination of entities under common control, the Consolidated Financial Statements have been prepared using the Pooling of Interests Method in accordance with Ind AS 103, Appendix C. The assets and liabilities of ATS have been recognised at their respective carrying values as at the date of combination. The excess / deficit of the net assets of ATS over the consideration paid by the Company has been recognised as Capital Reserve in the Consolidated Financial Statements. This Capital Reserve is not available for distribution as dividend.

Note 15. Non-current borrowings

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Compulsory convertible preference shares (at fair value through profit or loss)	763.87	-	-
Term loan from bank, secured, measured at amortized cost	7.76	10.59	13.18
Less: Current maturities	(3.10)	(2.83)	(2.59)
Vehicle loans, secured, measured at amortized cost	15.83	20.73	7.22
Less: Current maturities	(2.16)	(4.77)	(4.46)
Total	**782.20**	**23.72**	**13.35**

(a) Compulsory convertible preference shares which are issued in current year does not possess any commitment for repayment. Ratio for converting the same to equity shares is not fixed as on the balance sheet date.

(b) The terms of repayment of the vehicle loans are as follows:

Vehicle Loans from banks/others and nature of security	Maturity Period
BMW Financial Services, secured against vehicle financed by it.	Monthly instalments for 48 months, ending in Oct-2028
Bank of Baroda, secured against vehicle financed by it.	Monthly instalments for 24 months, fully paid Oct-2025

(c) The term loan from bank availed by Subsidiary is covered under the CGTMSE scheme and secured against plant and machinery. The loan is repayable in 60 monthly equated instalments. The borrowed funds have been utilised for the specific purpose for which the loan was obtained. The term loan and working capital limit of Subsidiary comprises of facility availed from HDFC Bank which is secured by primary collateral in form of Inventory and Book Debts. It is secured by secondary collateral in form of guarantee under CGTMSE scheme.

(d) In August 2025, at the time of renewal, amount of credit facilities with HDFC bank were reduced from ₹535.00 million to ₹50.00 million by the subsidiary. There are no other charges which are yet to be registered with MCA which are beyond statutory limit.

Note 16. Lease liabilities

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
(measured at amortized cost)			
Non-current lease liabilities (refer note 40)	162.26	163.47	-
	162.26	**163.47**	**-**
Current lease liabilities (refer note 40)	1.21	1.10	-
	1.21	**1.10**	**-**
Total lease liabilities	**163.47**	**164.57**	**-**

Note 17. Non-current provisions

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for gratuity (refer Note 35)	5.23	3.21	2.15
Total	**5.23**	**3.21**	**2.15**

Note 18. Current borrowings

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Secured			
Working capital loans from Banks in form of overdraft or cash credit	180.65	175.65	208.22
Current maturities of long-term debt	5.26	7.60	7.05
Unsecured			
Other short-term borrowings	206.06	-	-
Total	**391.97**	**183.25**	**215.27**

Note 18. Current borrowings (contd.)

The terms of repayment of the current borrowings are as follows:

(a) Working capital loans availed by Parent Company comprise of cash credit from IndusInd Bank and ICICI Bank which are secured by primary security of debtors, margin money in form of time deposits and inventory of the Company, and also secured by guarantee of the promoter and member(s) of the promoter group. Additionally, limits with IndusInd Bank are secured through secondary collateral on industrial property situated at Khandiwada, Waghodia, District - Vadodara owned by promoter group.

(b) Other short-term borrowings of the Parent Company comprise of bills drawn on customers under Letters of Credit arrangements and discounted with the Company's bankers prior to acceptance by customers. Since such discounting is with full recourse to the Parent Company, the underlying trade receivables have not been derecognised in accordance with Ind AS 109, and the amounts received on discounting are classified as borrowings. Refer Note 8 for corresponding trade receivables.

(c) The Parent and the Subsidiary have utilised borrowed funds from Banks and lenders for the specific purpose for which they were taken.

(d) The Parent Company, jointly with promoters and member(s) of promoter group, have provided corporate guarantee in respect of borrowings availed by subsidiary. The Subsidiary Company, jointly with the promoters and member(s) of promoter group, have provided corporate guarantee to HDFC Bank Ltd. in respect of borrowings availed by the Parent. The related borrowings are included within consolidated financial liabilities. Management believes likelihood of outflow under such guarantees is remote.

(e) The Parent Company did not renew the credit facilities availed with HDFC Bank Ltd. in 2025. The Company is in discussion with the bank for renewing the credit facility.

(f) There are no charges which are yet to be registered on MCA which are beyond statutory limit.

Note 19. Trade payables

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Dues of micro enterprises and small enterprises (refer Note 19.1 below)	50.01	81.06	9.16
Dues of creditors other than micro and small enterprises	266.12	125.30	72.77
Total	**316.13**	**206.36**	**81.93**

Note 19.1 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
(i) the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year;	16.10	22.44	9.16
(ii) the amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each the year	-	-	-
(iii) the amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of the year	0.01	-	-
(v) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-	-

On the basis of information and records available with the Group, the above disclosures are made in respect of amount due to the Micro, Small and Medium enterprises, which have been registered with the relevant competent authorities. This has been relied upon by the auditors.

Note 19.2 For trade payables to related parties and terms and conditions with related parties, refer note 34.

Note 19.3 Trade payables are not interest bearing and are normally settled as per payable terms aligned with vendors at the time of purchase agreements. (Payment terms varies from due immediate to 45 days).

Note 19. Trade payables (contd.)

Note 19.4 Aging of trade payables:

	Outstanding for following periods from the due date					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March, 2026:						
(i) MSME	29.12	11.22	-	-	-	40.34
(ii) Others	320.59	146.89	0.17	0.88	-	468.53
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**349.71**	**158.11**	**0.17**	**0.88**	**-**	**508.87**
As at 31st March, 2025:						
(i) MSME	33.91	13.15	-	2.95	-	50.01
(ii) Others	139.84	117.27	0.81	-	8.20	266.12
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**173.75**	**130.42**	**0.81**	**2.95**	**8.20**	**316.13**
As at 31st March, 2024:						
(i) MSME	58.62	15.41	4.63	2.40	-	81.06
(ii) Others	11.52	102.46	3.08	8.20	0.04	125.30
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**70.14**	**117.87**	**7.71**	**10.60**	**0.04**	**206.36**

Note 20. Other financial liabilities

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Salary and wages payable	9.42	5.16	3.80
Creditors for capital goods	1.18	3.99	2.48
Employee reimbursement payable	0.65	0.20	0.03
Reimbursement of expense payable to KMP and their relatives	-	-	7.27
Interest payable on delayed payment to MSMEs	0.57	0.01	-
Total	**11.82**	**9.36**	**13.58**

Note 21. Other current liabilities

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Advance from customers	236.14	114.82	164.82
Unspent CSR liability	6.22	1.41	0.74
Statutory dues payable	7.70	76.23	16.18
Total	**250.06**	**192.46**	**181.74**

Note 22. Current provisions

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for gratuity (refer Note 35)	1.12	0.80	0.55
Provision for warranty	44.25	32.24	22.34
Provision for compensated absences	0.59	0.40	-
Total	**45.96**	**33.44**	**22.89**

Disclosure as regards to provision for warranty:

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	32.24	22.34	11.16
Add: Fresh provision created during the year	20.85	13.55	13.00
Less: Provision reversed during the year	(5.69)	(3.65)	(1.82)
Less: Provision utilized during the year	(3.15)	-	-
Total	**44.25**	**32.24**	**22.34**

Note 23. Revenue from operations

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Sale of products	4,150.53	2,700.17	2,463.61
Sale of services	17.15	12.94	9.00
Other operating revenue:			
Recoveries towards incidental services	-	1.00	-
Sale of scrap	1.36	1.22	1.44
Export benefits	3.31	1.52	1.20
Total	**4,172.35**	**2,716.85**	**2,475.25**

Notes:

(a) Disclosure under Ind AS 115 Revenue from contracts with customers

The Group derives revenue from sale of products and service from its contract with customers. Disaggregation of revenue from contracts with customers is as under:

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Revenue from sale of products			
Manufactured goods	4,150.53	2,700.17	2,463.61
Trading goods	-	-	-
Revenue from sale of manufactured goods			
Domestic sales	3,462.42	2,534.86	2,123.55
Export sales	688.11	165.31	340.06
Revenue from sale of services			
Domestic sales	17.15	12.94	9.00
Export sales	-	-	-
Revenue by method of satisfaction of performance obligations			
At a point of time	4,167.68	2,713.11	2,472.61
Over a period of time	-	-	-

(b) Contract balances:

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Contract assets			
Trade receivable	1,200.57	826.12	543.02
Contract liabilities			
Opening balance	114.82	164.82	78.83
Revenue recognised during the year	(114.82)	(164.82)	(78.83)
Increase in advances received during the year	236.14	114.82	164.82
Contract liabilities (Advance from customers)	**236.14**	**114.82**	**164.82**

(c) Transaction price allocated to remaining performance obligations

The following table includes revenue expected to be recognised in the future period.

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Contract liabilities (Advance from customers)			
Within 1 year	236.14	114.82	164.82
More than 1 year	-	-	-
Total	**236.14**	**114.82**	**164.82**

Note 24. Other income

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Interest income:			
On fixed deposits with banks	12.62	11.38	0.98
Others	0.06	0.06	0.06
Foreign exchange fluctuation gain (net)	11.46	2.25	3.73
Profit on sale of property, plant and equipment (net)	-	1.03	-
Total	**24.14**	**14.72**	**4.77**

Note 25. Cost of materials consumed

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Opening stock of raw material	28.18	4.02	8.54
Add: Purchase made during the year	3,114.29	1,818.72	1,952.97
Less: Closing stock of raw material	(537.32)	(28.18)	(4.02)
Total	**2,605.15**	**1,794.56**	**1,957.49**

Note 26. Changes in inventory of work-in-progress and finished goods

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Inventory at the beginning of the year			
Work-in-progress	80.96	11.40	77.11
Finished Goods	72.43	17.20	4.96
Scrap	0.83	-	-
Inventory at the end of the year			
Work-in-progress	222.63	80.96	11.40
Finished Goods	153.63	72.43	17.20
Scrap	5.42	0.83	-
Total	**(227.46)**	**(125.62)**	**53.47**

Note 27. Employee benefits expense

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Salaries and wages	146.89	123.71	58.34
Defined benefit plan expense (Refer note 35 (a))	3.46	1.00	0.74
Contributions to provident and other funds (refer Note 35 (c))	3.66	3.32	2.47
Staff welfare expense	30.78	19.80	12.29
Total	**184.79**	**147.83**	**73.84**

Note 28. Finance cost

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Interest expense on financial liabilities measured at amortized cost			
Banks	15.65	8.00	5.85
Lease liabilities	15.70	11.84	-
Interest on bill discounting and letter of credit	9.73	2.47	2.22
Others	1.88	4.00	3.44
Other finance costs	5.08	4.58	7.40
Total	**48.04**	**30.89**	**18.91**

TMC TRANSFORMERS (INDIA) LIMITED
(formerly known as TMC TRANSFORMERS (INDIA) PRIVATE LIMITED)
CIN: U29299GJ2009PLC107122
NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
(All figures in ₹ millions unless otherwise stated)

Note 29. Other expenses

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Labour charges	68.24	59.73	38.80
Consumption of stores, spares and packing material	11.98	4.18	3.87
Power and fuel	6.14	3.53	4.41
Job work charges	1.29	0.47	(0.07)
Testing charges	5.48	37.94	17.68
Rent, Rates and taxes	11.70	25.53	5.59
Technical and Certification charges	17.96	13.23	10.30
Repairs & maintenance expenses			
- Machinery	1.39	1.04	1.66
- Others	2.25	0.59	0.13
Freight, clearing and forwarding	89.35	42.65	48.62
Computer related expenses	0.38	0.40	0.73
Legal and professional charges	9.93	4.71	0.90
Commission expense	-	5.26	3.86
Travelling and conveyance expense	2.62	2.41	4.71
Vehicle running expense	0.47	0.89	0.20
Warranty expense	15.16	9.90	11.18
Advertisement and business promotion expense	2.79	1.92	1.37
Liquidated damages	11.55	-	-
Auditors' remuneration (refer note below)	0.75	0.84	0.18
Directors' sitting fees	0.44	-	-
Printing and stationery expense	0.48	0.68	0.51
Telephone and other communication expense	0.05	0.04	0.02
Membership and subscription charges	0.17	1.87	0.06
Loss on sale of property, plant and equipment (net)	3.92	-	0.03
Security service charges	2.13	1.95	1.74
Insurance expense	1.68	1.81	1.79
Provision for expected credit loss	0.32	2.53	3.39
CSR Expense (refer note 33)	6.31	2.30	0.74
Other miscellaneous expenses	4.41	6.76	4.20
Total	**279.34**	**233.16**	**166.60**

Note: Payment to Auditors (exclusive of GST)

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Statutory audit fees	0.60	0.60	0.10
Statutory audit fees (predecessor auditor)	-	0.08	-
Tax audit fees	0.15	0.15	0.04
Tax audit fees (predecessor auditor)	-	0.02	-
For other services	-	-	0.04
Total	**0.75**	**0.84**	**0.18**

Note 30. Tax expense

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
(a) Profit & loss section			
Current income tax	333.41	167.00	52.24
Short/(Excess) provision of tax relating to earlier years	(1.17)	-	0.32
Deferred tax	(8.49)	(3.38)	(0.92)
	323.75	**163.62**	**51.64**
(b) Other comprehensive income section			
Net gain on remeasurements of defined benefit plans	(0.04)	(0.08)	(0.08)
Income tax charged to OCI	**(0.04)**	**(0.08)**	**(0.08)**

(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Accounting profit before income tax [A]	**1,280.73**	**629.76**	**202.33**
Statutory income-tax rate	25.1680%	25.1680%	25.1680%
Tax at statutory income tax rate	322.33	158.50	50.92
Tax effects of :			
Adjustment for depreciation allowable	(2.21)	(3.80)	(2.35)
Elimination of unrealised profit of subsidiary	2.84	2.41	(0.58)
Non-deductible expenses	2.55	0.57	0.32
Expenses deductible in future years	7.86	4.78	3.85
Non-deductible interest on tax	-	4.46	-
Tax liability on actuarial loss on defined benefit plan - OCI	0.04	0.08	0.08
Total tax effect	**11.08**	**8.50**	**1.32**
Current tax	**333.41**	**167.00**	**52.24**
Short / (Excess) provision of tax relating to earlier years	(1.17)	-	0.32
Deferred tax liability on property, plant and equipment, Right-of-Use assets and intangible assets	0.51	2.50	2.36
Deferred tax asset on expenses deductible in future years	(8.45)	(5.63)	(3.09)
Deferred tax asset on remeasurement of defined benefit obligation	(0.55)	(0.25)	(0.19)
Deferred tax	**(8.49)**	**(3.38)**	**(0.92)**
Tax expense reported in Statement of Profit & loss	**323.75**	**163.62**	**51.64**
Deferred tax asset on remeasurement of defined benefit obligation	(0.04)	(0.08)	(0.08)
Deferred tax expense reported in Other Comprehensive Income	**(0.04)**	**(0.08)**	**(0.08)**

Reconciliation of net deferred tax assets / (liabilities)

Deferred tax relates to the following:

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Opening Balance	**9.07**	**5.61**	**4.61**
Tax income/(expense) recognised in Statement of Profit & Loss	8.49	3.38	0.92
Tax income/(expense) recognised in Other Comprehensive Income	0.04	0.08	0.08
Closing balance	**17.60**	**9.07**	**5.61**

Note:

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Note 31. Earnings Per Share

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Profit attributable to equity shareholders	957.12	466.45	150.99
Weighted average number of equity shares outstanding	6,78,28,111	6,77,98,566	6,77,98,566
Face value per Equity Share (Amount in ₹)	10.00	10.00	10.00
Basic Earnings per share (Amount in ₹)	14.11	6.88	2.23
Weighted average number of equity shares outstanding for diluted EPS	6,81,13,251	6,77,98,566	6,77,98,566
Diluted Earnings per share (Amount in ₹)	14.05	6.88	2.23

During the previous year, on account of pending issuance of equity shares to the shareholders, the said amount has been shown as Equity Share Suspense Account. The Earnings per share for the previous year ended have been computed by considering the above Equity Share Suspense Account.

The Board of Directors at its meeting held on May 21, 2026 has approved issue of 6,80,74,025 bonus equity shares of ₹ 10 each in the ratio of 2,825 (two thousand eight hundred and twenty five) equity shares for every 1 (one) equity share held, subject to completion of requisite regulatory and statutory formalities. In accordance with Ind AS 33 — Earnings Per Share, the weighted average number of equity shares outstanding has been adjusted retrospectively for all periods presented to reflect the aforesaid bonus issue. Accordingly, the Basic and Diluted Earnings Per Share for all periods presented above stand restated.

The Company has issued 1,023 Compulsorily Convertible Preference Shares ('CCPS') of ₹10 each on 24th February 2026, carrying a dividend of 0.01% per annum. The CCPS are compulsorily convertible into equity shares upon occurrence of specified events. For the purpose of computing diluted earnings per share, in accordance with paragraph 39 of Ind AS 33, the number of equity shares arising on conversion has been determined at the floor valuation, being the most advantageous conversion price from the perspective of the CCPS holder, resulting in 28,89,901 equity shares on conversion. The dilutive effect has been considered from February 24, 2026, being the date of issuance of CCPS, on a time-weighted basis. Further, in accordance with Ind AS 33, the weighted average number of equity shares for diluted EPS has been adjusted for the bonus shares approved by the Board, consistent with the treatment applied for basic EPS. Since the CCPS were not outstanding during Fiscal 2024 and Fiscal 2025, diluted EPS equals basic EPS for those periods.

Note 32 Contingent Liabilities and Capital Commitments

(a) Contingent liabilities

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
i. Claims against the Group not acknowledged as due:			
a. Income-tax	-	-	1.18
b. Goods and Services tax	-	-	-
c. Customs duty	-	-	-
d. Other Matters	-	-	-

The management is reasonably confident that no liability will devolve on the Group in the above matters and hence no liability has been recognised as of date. It is not practicable for the Group to estimate the timing of cash outflows, if any, regarding the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements / decisions pending with various forums / authorities. The Group does not expect any reimbursements in respect of the above contingent liabilities.

(b) Capital commitments

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Estimated value of contracts pending execution on the Capital Account and not provided for	354.00	4.05	0.97

Note 33 Corporate Social Responsibility

As per section 135 of the Companies Act, 2013 ("the Act"), a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediate preceding three financial years on Corporate Social Responsibility (CSR) activities.

A CSR committee has been formed by the Group companies as per the Act. The CSR activities of the Company are carried out in accordance with Schedule VII of the Act.

a) Nature of CSR activities

The Group's CSR initiatives are focused on community welfare and rural development activities, including access to clean drinking water, healthcare, sanitation, and other social welfare initiatives for nearby village communities.

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
I) Gross amount required to be spent during the year			
i) Amount required to be spent during the year	6.31	2.30	0.74
ii) Amount of expenditure incurred	1.50	1.63	-
iii) Shortfall/(surplus) at the end of the year	4.81	0.67	0.74
II) Amount Spent during the year			
i) Construction / Acquisition of any asset			
Amount Paid	-	-	-
Amount Payable	-	-	-
Total Amount (a)	-	-	-
ii) On purposes other than (i) above			
Amount Paid	1.50	1.63	-
Yet to be paid in cash	-	-	-
Total Amount (b)	1.50	1.63	-
III) Total of previous years short-fall	1.41	0.74	-

b) Movement in the provision of CSR during the year:

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	1.41	0.74	-
Provision made during the year	6.31	2.30	0.74
Provision utilised during the year	(1.50)	(1.63)	-
Balance at the end of the year	6.22	1.41	0.74

c) During the preparation of the Restated Consolidated Financial Information, certain errors which are not material in amount, were identified in the recognition of CSR expenditure in earlier years. In Fiscal 2024, the CSR obligation of the Parent Company was understated resulting in an additional CSR expense of ₹ 0.74 million. Further, in Fiscal 2025, the Subsidiary recognized CSR expenditure in excess of its statutory obligation by ₹0.75 million. Accordingly, the excess CSR expenditure recognized in Fiscal 2025 has been adjusted against the CSR obligation recognised in Fiscal 2026 and the corresponding CSR expense has been restated to reflect the CSR obligation determined in accordance with the applicable provisions of the Companies Act, 2013. (refer note 44 for restatement adjustment)

d) Reason for shortfall: The Group is in the process of implementing a CSR initiative for welfare and development activities in the nearby village area. Pending implementation of the identified project, the unspent CSR amount pertaining to the Fiscal 2026 was transferred to the Unspent CSR Account during the year in accordance with the applicable provisions of the Companies Act, 2013. The unpaid CSR pertaining to Fiscal 2025 and Fiscal 2024 have been paid in June, 2026 to fund specified in Schedule VII.

e) There were no related party transactions involved in CSR expenditure.

Note 34. Related Party Disclosures

(i) Related party and their relationships:

Wholly-owned subsidiary	Anshuman Transpower System Private Limited
Key Managerial Personnel ("KMP")	Hriday Narayan R Shukla, Chairman and Managing Director Venkatasesha Sita Rama Venugopal Kalavagunta, Executive Director Sudhakar Garikipati, Director (till August 7, 2025) Sushma Shukla, Non-executive Director (from August 7, 2025 - till June 2, 2026) Nitin Jayantibhai Rathod, Independent Director (from August 7, 2025) Hemang Mehta, Independent Director (from August 7, 2025) Harshil Rajendra Patel, Independent Director (from August 7, 2025) Saurabh Dharamsibhai Patel, Chief Financial Officer (from November 1, 2025) Khushali Patel, Company Secretary and Compliance Officer (from August 23, 2025) Adit Harshad Dawda, Non-executive Nominee Director - India SME Investments Fund II (from February 24, 2026)
Relatives of KMP	Sidhinarayan Ramashankar Shukla Gaurav Shukla Lakshmi Kalavagunta G Lakshmi (till August 7, 2025)
Entities over which one or more KMP or their relatives have significant influence / control / joint control through voting power or otherwise	United Insulation Industries, Partnership firm United Insulation Industries, Proprietorship firm Dama Ventures (from December 29, 2025) B. R. Pancholi & Co. (from November 1, 2025)

(ii) Details of related party transactions:

(a) Transactions during the year

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Purchase of goods (net of taxes)			
United Insulation Industries, Partnership firm	225.20	158.90	114.47
Sale of goods (net of taxes)			
United Insulation Industries, Partnership firm	10.84	10.03	83.35
Short-term employee benefits*			
Hriday Narayan R Shukla	25.00	25.00	-
Venkatasesha Sita Rama Venugopal Kalavagunta	4.45	3.93	2.82
Sudhakar Garikipati (till August 7, 2025)	1.67	3.48	2.46
Saurabh Dharamsibhai Patel (from November 1, 2025)	1.00	-	-
Khushali Patel (from August 23, 2025)	0.24	-	-
Sidhinarayan Ramashankar Shukla	6.00	5.50	-
Gaurav R Shukla	15.00	14.00	-
Lakshmi Kalavagunta	3.05	2.25	1.47
G Lakshmi (till August 7, 2025)	0.55	1.30	0.97
Purchase of plant and machinery			
United Insulation Industries, Proprietorship firm	18.58	-	-
Rent paid (including lease liability)			
United Insulation Industries, Proprietorship firm	28.50	38.05	5.40
Sitting Fees			
Sushma Shukla, Non-executive Director (from August 7, 2025 - till June 2, 2026)	0.11	-	-
Nitin Jayantibhai Rathod (from August 7, 2025)	0.11	-	-
Harshil Rajendra Patel (from August 7, 2025)	0.12	-	-
Hemang Mehta (from August 7, 2025)	0.11	-	-
Reimbursement of expense			
Hriday Narayan R Shukla	-	6.96	10.61
Sidhinarayan Ramashankar Shukla	0.43	0.08	-
Gaurav R Shukla	-	0.24	-
Venkatasesha Sita Rama Venugopal Kalavagunta	0.41	0.40	0.38
Fresh issue of equity shares as purchase consideration of shares of wholly-owned subsidiary			
Hriday Narayan R Shukla	147.34	-	-
Sidhinarayan Ramashankar Shukla	70.20	-	-
Gaurav R Shukla	70.20	-	-
Issue of Series A compulsory convertible preference shares			
Adit Harshad Dawda (from February 24, 2026)	7.47	-	-
Professional fees			
B. R. Pancholi & Co. (from November 1, 2025)	0.30	-	-
Fresh issue of equity shares for cash			
Dama Ventures (from December 29, 2025)	46.30	-	-

Note 34. Related Party Disclosures (contd.)

(ii) (b) Balances as at the end of the year

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Trade receivable			
United Insulation Industries, Partnership firm	2.54	8.34	33.55
Trade payable			
United Insulation Industries, Proprietorship firm	-	-	0.62
United Insulation Industries, Partnership firm	-	-	7.53
B. R. Pancholi & Co. (from November 1, 2025)	0.30	-	-
Short-term employee benefits payable*			
Hriday Narayan R Shukla	0.40	-	-
Venkatasesha Sita Rama Venugopal Kalavagunta	0.38	0.25	0.14
Sudhakar Garikipati (till August 7, 2025)	-	0.15	0.08
Saurabh Dharamsibhai Patel (from November 1, 2025)	0.20	-	-
Khushali Patel (from August 23, 2025)	0.03	-	-
Sidhinarayan Ramashankar Shukla	0.41	-	-
Gaurav R Shukla	0.93	-	-
Lakshmi Kalavagunta	0.22	0.10	0.10
G Lakshmi (till August 7, 2025)	-	0.09	0.06
Reimbursement of expense payable			
Hriday Narayan R Shukla	-	-	6.96
Sidhinarayan Ramashankar Shukla	-	-	0.08
Gaurav R Shukla	-	-	0.24

* Post-employment benefits gratuity are not determinable on individual employee level, since actuarial valuation is carried out for the Company as a whole. There are no other long-term benefits, termination benefits or share-based payments paid or payable to any related party.

(iii) Terms and conditions:
All outstanding balances are unsecured and are repayable / receivable in cash.
Transactions entered into with related parties are made on terms equivalent to those that prevail in arm's length transactions and normal credit terms.

(iv) Transactions within the Group (eliminated in this restated consolidated financial information):

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
In the books of Parent			
Purchase of raw material (net of taxes)	749.32	596.29	425.97
Job work charges	1.41	1.82	4.36
Sale of goods - trading (net of taxes)	0.40	-	145.07
In the books of subsidiary			
Sale of goods (net of taxes)	749.32	596.29	425.97
Sale of services (net of taxes)	1.41	1.82	4.36
Purchase of goods (net of taxes)	0.40	-	145.07

(v) Outstanding balances within the Group (eliminated in this restated consolidated financial information):

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
In the books of Parent			
Investment in equity shares of subsidiary	287.74	287.74	287.74
Trade payable	100.36	70.16	103.26
In the books of subsidiary			
Trade receivables	100.36	70.16	103.26

Note 35. Disclosures for Employee Benefits

a. Defined benefit plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity payout per the Payment of Gratuity Act, 1972. The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The liability for the gratuity benefits is determined based on actuarial valuation carried out at the balance sheet date using the projected unit credit method. The plan is currently unfunded and the obligations are recognized in the books of account.

The following table sets out the details of the Gratuity plan and the amounts recognised in the restated consolidated financial information:

		For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
i	**Expense recognized in Statement of Profit & Loss (included in Note 27 Employee Benefits Expense)**			
	Current service cost	2.08	0.73	0.62
	Past service cost	1.10	0.08	-
	Net interest cost	0.28	0.19	0.12
	Total Expense charged to Statement of Profit & loss	**3.46**	**1.00**	**0.74**
ii	**Expense recognized in Other Comprehensive Income**			
	Components of actuarial losses / (gains) on obligations			
	Due to changes in experience adjustments	0.14	0.31	0.30
	Total Expense recognised in Other Comprehensive Income	**0.14**	**0.31**	**0.30**
iii	**Reconciliation of defined benefit obligation**			
	Opening Balance of defined benefit obligation	4.01	2.70	1.66
	Current service cost	2.08	0.73	0.62
	Interest cost	0.28	0.19	0.12
	Actuarial loss / (gain) due to changes in experience adjustments	0.14	0.31	0.30
	Past service cost	1.10	0.08	-
	Benefits paid	(1.26)	-	-
	Closing Balance of defined benefit obligation	**6.35**	**4.01**	**2.70**
iv	**Reconciliation of fair value of plan assets**			
	Opening balance of plan assets	-	-	-
	Interest income	-	-	-
	Contribution of employer	-	-	-
	Benefits paid	-	-	-
	Closing Balance of plan assets	**-**	**-**	**-**
v	**Funded status as at March 31**			
	Defined benefit obligation as at March 31	6.35	4.01	2.70
	Fair value of plan assets as at March 31	-	-	-
	Deficit / (Surplus) of plan assets over obligation as at March 31	**6.35**	**4.01**	**2.70**
vi	**The principal assumptions used in determining above defined benefit obligations for the Company's plan are as under:**			
	Discount Rate	6.48%	6.54%	7.14%
	Expected rate of increase in salary	10.00%	10.00%	10.00%
	Withdrawal rates (Parent)	30.00%	30.00%	30.00%
	Withdrawal rates (Subsidiary)	25.00%	25.00%	25.00%
	Mortality Rates	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
vii	**Expected cash flows based on past service liability (undiscounted)**			
	Within next twelve months	1.12	0.80	0.55
	Between 2 to 5 years	3.90	2.78	1.84
	Between 6 to 10 years	2.32	1.01	0.72
	11 years and above	0.63	0.26	0.18

Note 35 Disclosures for Employee Benefits (contd.)

		For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
viii	**Sensitivity analysis for significant assumptions is as under:**			
	Discount Rate			
	1% increase	(0.19)	(0.10)	(0.06)
	1% decrease	0.20	0.11	0.07
	Expected rate of increase in salary			
	1% increase	0.18	0.10	0.07
	1% decrease	(0.18)	(0.10)	(0.06)
	Withdrawal rates (Parent)			
	1% increase	(0.11)	(0.04)	(0.03)
	1% decrease	0.11	0.04	0.03

Note: The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

b. Other short-term benefits

Compensated absences

The Group has recognized expense on account of short-term compensated absences of ₹ 0.42 million during the year (previous year: ₹ 0.40 million). The provision for unavailed compensated absences outstanding as at each Balance Sheet date is included under Current Provisions.

c. Defined Contribution Plans

The Parent makes Provident Fund contributions to defined contribution plan for qualifying employees. Under the scheme, the Parent is required to contribute a specified percentage of payroll costs to fund the benefits. The Parent has recognised provident fund contribution of ₹ 3.66 millions (March 31, 2025: ₹ 3.32 millions, March 31, 2024: ₹ 2.47 millions) as expense in Note 27 under the head 'Contributions to Provident and Other Funds'. Subsidiary is not required to make contributions as qualifying number of employees for the said scheme is higher than the employees on roll.

Note 36 Operating Segments

The Group primarily operates in the segment of manufacturing of transformers. The Managing Director and Whole-time Director of the Parent allocate resources and assess the performance of the Group, and thus are the Chief Operating Decision Maker (CODM). The CODM monitors the operating results of the business as a one, hence no separate segment need to be disclosed.

Geographical Segments

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Revenue from Operations			
Within India	3,479.57	2,547.80	2,132.55
Outside India	688.11	165.31	340.06
Total	**4,167.68**	**2,713.11**	**2,472.61**

All non current assets are located in the Group's country of domicile.

Two customers contributed 10% or more to the Group's revenue for FY 2025-26 amounting to ₹ 1,043.17 millions. One customer contributed 10% or more to the Group's revenue for FY 2024-25 amounting to ₹ 377.20 millions.

Note 37 Capital Management

The Group's objective in managing its capital is to safeguard its ability to continue as a going concern and to optimise returns to our shareholders. The Group considers the following components of its Balance Sheet to be managed capital: 1) Share Capital, 2) Securities Premium and 3) Other Reserves comprising of Retained Earnings. The Group's capital structure is based on the Managements assessment of the balances of key elements to ensure strategic decisions and day to day activities. The capital structure of the Group is managed with a view of the overall macro economic conditions and the risk characteristics of the underlying assets. The Group's policy is to maintain a strong capital structure with a focus to mitigate all existing and potential risks to the Group, maintain shareholder, vendor and market confidence and sustain continuous growth and development of the Group. The Group's focus is on keeping a strong total equity base to ensure independence, security, as well as high financial flexibility without impacting the risk profile of the Group. In order to maintain or adjust the capital structure, the Group will take appropriate steps as may be necessary.

The Group determines the amount of capital required on the basis of its product, capital expenditure, operations and strategic investment plans. The same is funded through a combination of capital sources be it either equity and / or combination of short term / long term debt as may be appropriate. The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio of the Group.

Net Debt to Equity ratio (Gearing ratio) is given in the table below:

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Gross debt*	410.30	206.97	228.62
Less: Cash and cash equivalent	174.96	125.06	212.20
Less: Other bank balance, excluding Deposits held as margin money	516.80	110.29	0.94
Net Debt	(281.46)	(28.38)	15.48
Total equity*	2,552.99	756.10	289.88
Capital Gearing ratio	**(0.11)**	**(0.04)**	**0.05**

(Debt is defined as aggregate of Non-current borrowings, Current borrowings and current maturities of long term debt.)

* During the year, the Parent issued Compulsorily Convertible Preference Shares (CCPS), which are classified as financial liabilities in accordance with Ind AS 32. For the purpose of these ratios, CCPS have been excluded from net debt and included in total equity, as they are mandatorily convertible into equity and are considered part of the Company's long-term capital base. Accordingly, the ratios presented reflect adjusted net debt to provide a more meaningful view of leverage.

Further, Lease liability arising on account of implementation of Ind AS 116 is not considered in the above working, as it is a liability.

No material changes were made in the objectives, policies or processes for managing capital during the current year and previous years.

Note 38 Financial instruments – Fair values and risk management

A. Fair value hierarchy

The Group uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:
(i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
(ii) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
(iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Note 38 Financial instruments – Fair values and risk management (contd.)

B. Category-wise classification of financial instruments

The material accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the Financial Statements. Category-wise classification of financial instruments as at the Balance Sheet dates are tabulated below:

	Carrying amount			Total carrying value	Total fair value
	FVTPL	FVTOCI	Amortized Cost	as at March 31, 2026	as at March 31, 2026
Financial assets					
Other non-current financial assets	-	-	27.25	27.25	27.25
Trade receivables	-	-	1,200.57	1,200.57	1,200.57
Cash and cash equivalents	-	-	174.96	174.96	174.96
Bank balances other than above	-	-	766.52	766.52	766.52
Total	**-**	**-**	**2,169.30**	**2,169.30**	**2,169.30**
Financial liabilities					
Non-current borrowings	763.87	-	18.33	782.20	782.20
Current borrowings	-	-	391.97	391.97	391.97
Trade payables	-	-	508.87	508.87	508.87
Other current financial liabilities	-	-	11.82	11.82	11.82
Lease liabilities	-	-	163.47	163.47	163.47
Total	**763.87**	**-**	**1,094.46**	**1,858.33**	**1,858.33**

	Carrying amount			Total carrying value	Total fair value
	FVTPL	FVTOCI	Amortized Cost	as at March 31, 2025	as at March 31, 2025
Financial assets					
Other non-current financial assets	-	-	16.40	16.40	16.40
Trade receivables	-	-	826.12	826.12	826.12
Cash and cash equivalents	-	-	125.06	125.06	125.06
Bank balances other than above	-	-	172.64	172.64	172.64
Total	**-**	**-**	**1,140.22**	**1,140.22**	**1,140.22**
Financial liabilities					
Non-current borrowings	-	-	23.72	23.72	23.72
Current borrowings	-	-	183.25	183.25	183.25
Trade payables	-	-	316.13	316.13	316.13
Other current financial liabilities	-	-	9.36	9.36	9.36
Lease liabilities	-	-	164.57	164.57	164.57
Total	**-**	**-**	**697.03**	**697.03**	**697.03**

	Carrying amount			Total carrying value	Total fair value
	FVTPL	FVTOCI	Amortized Cost	as at March 31, 2024	as at March 31, 2024
Financial assets					
Other non-current financial assets	-	-	12.47	12.47	12.47
Trade receivables	-	-	543.02	543.02	543.02
Cash and cash equivalents	-	-	212.20	212.20	212.20
Bank balances other than above	-	-	4.66	4.66	4.66
Total	**-**	**-**	**772.35**	**772.35**	**772.35**
Financial liabilities					
Non-current borrowings	-	-	13.35	13.35	13.35
Current borrowings	-	-	215.27	215.27	215.27
Trade payables	-	-	206.36	206.36	206.36
Other current financial liabilities	-	-	13.58	13.58	13.58
Total	**-**	**-**	**448.56**	**448.56**	**448.56**

Cash and cash equivalents, trade receivables, other financial assets, trade payables, borrowings, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

Note 38 Financial instruments – Fair values and risk management (contd.)

C. Financial instruments measured at fair value

i) Valuation technique and significant unobservable inputs

	Fair Value as at			Fair value hierarchy	Valuation technique
	March 31, 2026	March 31, 2025	March 31, 2024		
Borrowing (Compulsory convertible preference shares) measured at FVTPL	763.87	-	-	Level 3	Discounted cash flow

ii) Sensitivity of level 3 financial instrument's fair value to changes in significant unobservable inputsused in their fair valuation:

	Significant unobservable input(s)	Change in %	Sensitivity of the fair value to change in input		
			March 31, 2026	March 31, 2025	March 31, 2024
Borrowing (Compulsory convertible preference shares) measured at FVTPL	Discounting rate	0.50%	0.75	-	-
	14.35%	(0.50)%	(0.75)	-	-

iii) Reconciliation of Level 3 fair value

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Opening balance	-	-	-
Additions during the year	763.87	-	-
Reductions during the year	-	-	-
Realised profit / (loss) on reduction	-	-	-
Net profit / (loss) in fair value (unrealised)	-	-	-
Closing balance	**763.87**	**-**	**-**

(iv) There are no financial assets or financial liabilities in level 1 and level 2 hierarchy during the above years.

Note 39 Financial risk management

Risk management framework

The Group's principal financial liabilities comprises of borrowings, trade payables and other payables. The Group uses short term bank facilities in the form of cash credit facilities with the bank. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables, cash and cash equivalents, other bank balances and other financial assets that derive directly from its operations.

The Group has an effective risk management framework which helps the Board to monitor the risks and controls in key business processes. In order to minimise any adverse effects on the bottom line, the Group takes various mitigation measures such as credit control. No derivatives transactions are entered into by the Group for hedging risks.

The Group has exposure to (i) Credit risk, (ii) Liquidity risk and (iii) Market risk, arising from financial instruments.

Note 39 Financial risk management (contd.)

i. Credit risk

Credit risk is the risk that counter party will not meet its obligation leading to a financial loss. The Group is exposed to credit risk arising from its operating activities primarily from trade receivables and from financing activities primarily relating to parking of surplus funds as term deposits with bank. The Group considers probability of default upon initial recognition of assets and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. This assessment is based on available information and the business environment.

It considers reasonable and supportive forwarding-looking information such as:
i) Actual or expected significant adverse changes in business;
ii) Actual or expected significant changes in the operating results of the counterparty;
iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;
iv) Significant increase in credit risk on other financial instruments of the same counterparty.

a) Trade and other receivables

The Group has a Credit Policy and extends credit to its customers based on customer's credit worthiness, ability to repay, and past track record. The extension of credit is constantly monitored through a review mechanism. All customers of the company are large entities with high reputation in the industry.

For trade receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognized from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and relevant information that is available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience, informed credit assessment and including forward looking information.

Impairment of trade receivables:

Ageing of receivables	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Not due	993.86	716.85	420.98
Less than 6 months	170.44	70.14	83.11
More than 6 months up to 1 year	21.09	10.74	24.04
1 – 2 years	13.39	27.26	11.45
2 – 3 years	1.91	0.59	2.75
More than 3 years	11.75	13.55	11.15
Total	**1,212.44**	**839.12**	**553.49**

The Group estimates the following provision matrix at the reporting date:

Ageing of receivables	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Not due	0%	0%	0%
Less than 6 months	0%	0%	0%
More than 6 months up to 1 year	5%-10%	5%-10%	5%-10%
1 – 2 years	15%-30%	15%-30%	15%-30%
2 – 3 years	40%	40%	40%
More than 3 years	50%	50%	50%

The reconciliation of provision for expected credit loss is as follows:

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	13.00	10.47	7.08
Provision made during the year	0.32	2.53	3.39
Provision utilised during the year	(1.45)	-	-
Balance at the end of the year	11.87	13.00	10.47

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

Note 39 Financial risk management (contd.)

b) Term deposits with bank, and interest accrued thereon

Credit risk related to the use of treasury instruments arises from transactions with private-sector banks involving cash and cash equivalents and term deposits. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets as at the respective reporting date. To reduce this risk, the Company has concentrated its main activities with a limited number of counter-parties which have secure credit ratings.

c) Financial Guarantee

The Parent has provided a corporate guarantee to lenders on behalf of the subsidiary. Also, the subsidiary has provided a corporate guarantee to lenders on behalf of the Parent. In the Consolidated Financial Statements, such guarantees are intra-group in nature and are eliminated on consolidation. The underlying borrowings secured by such guarantees are reflected in the Consolidated Balance Sheet under borrowings. The maximum exposure on account of such guarantees at the consolidated level is Nil, as the underlying loan obligation is already recognised as a liability in the Consolidated Financial Statements.

ii. Liquidity risk

Liquidity risk is the risk that the Group may encounter difficulty in meeting its obligations. The Group prepares a detailed Annual Operating Plan to assess short-term and long-term fund requirements. Detailed month-wise cash flow forecast is prepared to determine working capital and other long term fund requirements. The Group funds both these requirements through internal accruals and by having access to funding through an adequate amount of committed bank financing facilities.

The Group has access to various fund and non-fund based bank financing facilities. The amount of unused borrowing facilities (fund and non-fund based) available for future operating activities and to settle commitments as at the end of current financial year is ₹ 1,253.93 million (FY 2024-25: ₹ 1012.87 million) (FY 2023-24: ₹ 416.87 million).

Exposure to liquidity risk

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment and realisation periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay and realise.

	Carrying amount	Contractual cash outflows				
		0-12 months	1-2 years	2-5 years	> 5 years	Total
As at March 31, 2026						
Borrowings	1,174.17	1,155.84	5.73	12.60	-	1,174.17
Trade payables	508.87	508.87	-	-	-	508.87
Lease liabilities	163.47	16.80	16.80	52.71	288.93	375.24
Other current financial liabilities	11.82	11.82	-	-	-	11.82
As at March 31, 2025						
Borrowings	206.97	183.25	5.26	18.46	-	206.97
Trade payables	316.13	316.13	-	-	-	316.13
Lease liabilities	164.57	16.80	16.80	51.87	306.57	392.04
Other current financial liabilities	9.36	9.36	-	-	-	9.36
As at March 31, 2024						
Borrowings	228.62	222.54	5.59	7.76	-	235.89
Trade payables	206.36	206.36	-	-	-	206.36
Other current financial liabilities	13.58	13.58	-	-	-	13.58

iii. Market risk

The Company's business activities are exposed to a variety of financial risks, namely:
a. interest rate risk;
b. currency risk; and
c. other price risk (commodity risk)
The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

Note 39 Financial risk management (contd.)

iii. Market risk (contd.)

a. 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. 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.

Company's interest rate risk arises from borrowings - both long-term and working capital facilities - and term deposits. Company has long term borrowings as well as term deposits at fixed rate of interest. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period, was outstanding for the whole year.

The following table demonstrates the sensitivity to a possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected by the impact on floating rate borrowings, as follows:

	For the year ended on March 31, 2026	For the year ended on March 31, 2025	For the year ended on March 31, 2024
Increase of 100 basis points	3.68	1.04	1.04
Decrease of 100 basis points	(3.68)	(1.04)	(1.04)

b. Currency risk

The Group is subject to the risk that changes in foreign currency values impact the Group's exports revenue and imports of raw material and property, plant and equipment.

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar and Euro. Considering limited exposure to the currency risk, there is no formal policy to hedge foreign currency risk. The management will reconsider this stance when the transactions in foreign currency scale up in future. The carrying amounts of the Group's unhedged foreign currency exposure at the end of the reporting period are as follows:

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Trade receivable			
US $	$ 16,92,205	$ 3,39,014	$ 36,389
Euro €	€ -	€ 9,727	€ 90,379
AUD $	$ -	$ 11,175	$ 11,175
Trade payable			
US $	$ 17,225	$ 9,594	$ 20,250
Euro €	-	-	€ 1,14,507

Below table demonstrate the sensitivity on profit before tax to a possible change in exchange rates, with all other variables held constant.

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Effect of 5% change in exchange rate			
US $	7.93	1.41	0.07
GBP £	-	-	-
Euro €	-	0.04	(0.11)
AUD $	-	0.03	0.03

c. Other Price Risk (Commodity Risk)

The primary commodity price risk that the Group is exposed to include the price variations in the price of Copper and Cold Rolled Grain Oriented Steel (CRGO). The mentioned components form a major part of manufacturing of Transformers. The prices of these commodities lead to increase/ decrease in the cost of Transformers. The Group has a robust framework and governance mechanism in place to ensure that the Group is adequately protected from the market volatility in terms of price and availability.

Note 40 Lease accounting

The Group has lease contracts for factory land and shed. These lease contract has lease term of 20 years. The weighted average incremental borrowing rate applied to discount lease liabilities is 10%.

i) The movement in Lease liabilities during the year

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Opening balance	164.57	-	-
Additions / (Deductions) during the year (Net)	-	165.33	-
Finance costs incurred during the year	15.70	11.84	-
Payments of Lease Liabilities	(16.80)	(12.60)	-
Closing Balance	**163.47**	**164.57**	**-**

ii) The carrying value of the Rights-of-use and depreciation charged during the year

For details pertaining to the carrying value of right of use of lease assets and depreciation charged thereon during the year, kindly refer note 3A "Property, Plant & Equipment, Right-of-Use Assets & Intangible Assets".

iii) Amount recognised in statement of profit & loss during the year

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Interest on lease liabilities	15.70	11.84	-
Depreciation expense on Right-of-use assets	7.87	5.91	-
Expenses related to Short Term Lease	11.70	25.53	5.59

iv) Amounts recognised in statement of cash flow

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Payment of lease liability (including finance costs)	16.80	12.60	-

v) Maturity analysis of lease liabilities

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Maturity analysis of contractual undiscounted cash flows			
Less than one year	16.80	16.80	-
One to five years	69.51	68.67	-
More than five years	288.93	306.57	-
Total undiscounted lease liability	**375.24**	**392.04**	**-**
Balances of lease liabilities (refer note 16)			
Non-current lease liability	162.26	163.47	-
Current lease liability	1.21	1.10	-
Total lease liability	**163.47**	**164.57**	**-**

Note 41 Other statutory information

(i) The Company does not have any transactions with companies struck-off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956. There is no outstanding balance as at 31 March 2026 in case of any struck-off company.

(ii) The Company is not declared a wilful defaulter by any bank or financial institution.

(iii) The Company has availed working capital facilities from bank in excess of ₹ 50 million. There are no differences between the quarterly returns or statements of current assets filed by the Company with banks and the books of accounts.

(iv) The Company has not applied for any Scheme of Arrangements under Sections 230 to 237 of the Companies Act, 2013.

(v) The Company does not have any Benami property. There are no proceeding which have been initiated or pending against the Company for holding any Benami property.

(vi) During the year under consideration, no tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) has been initiated/ongoing by the Income Tax Department.

(vii) The Company 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:
(a) 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
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(viii) The Company 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:
(a) 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
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ix) The Company has not dealt with any crypto currency or virtual currency during the reporting period.

Note 42. Business combination

i) During the current year, the Group acquired control of Anshuman Transpower System Private Limited (ATS) pursuant to a share swap arrangement between entities under common control.

The transaction has been accounted for in accordance with Appendix C to Ind AS 103 – Business Combinations using the pooling of interests method. Accordingly, the assets, liabilities and reserves of the combining entities have been recorded at their existing carrying amounts and the consolidated financial statements have been restated from the beginning of the earliest period presented as if the combination had occurred from such date.

Pursuant to the arrangement, the Parent issued 332 equity shares of ₹10 each to the shareholders of ATS for an aggregate consideration of ₹ 287.74 million. The consideration was discharged entirely through issuance of equity shares and accordingly the transaction did not involve any cash outflow.

Adjustments arising under the pooling of interests method, have been recognised in equity in accordance with Appendix C to Ind AS 103. The amount disclosed as Business Combination adjustments of ₹ 23.55 million (total net assets less share capital) under the Other Equity in the retained earnings is relating to reserves of subsidiaries as on April 01, 2023.

Intra-group balances and transactions have been eliminated in consolidation. Unrealised profits arising from intra-group transactions, including profits embedded in inventories remaining unsold at the reporting date, have also been eliminated in preparing the consolidated financial statements.

The shares were transferred to the Company on April 01, 2025. ATS is a private limited Company engaged in the business of manufacturing CRGO, which is a key raw material in production of transformers. The decision by the Group to acquire these companies was driven by the long-term business objectives of the Group and for backward integration its manufacturing facility.

ii) The book values of the identifiable assets and liabilities as at April 01, 2023 were:

	As at April 01, 2023
ASSETS	
Non-current assets	
Property, plant and equipment	4.35
Current Assets	
(a) Inventories	1.57
(b) Financial assets	
(i) Trade receivables	16.87
(ii) Cash and cash equivalents	0.07
(c) Other current assets	10.03
Total assets	**32.89**
LIABILITIES	
Current liabilities	
(a) Financial liabilities	
(i) Borrowings	0.48
(ii) Trade payables	7.76
(iii) Other financial liabilities	0.19
(b) Other current liabilities	0.33
(c) Current tax liabilities (net)	0.48
Total liabilities	**9.24**
Net assets	**23.65**
Purchase consideration	287.74
Excess consideration over net assets	264.09
Subsidiary's share capital eliminated on consolidation	0.10
Opening reserves eliminated on consolidation	23.55
Capital reserve created on consolidation	264.09

TMC TRANSFORMERS (INDIA) LIMITED
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NOTES TO THE RESTATED CONSOLIDATED FINANCIAL INFORMATION
(All figures in ₹ millions unless otherwise stated)

Note 43. Additional information as required by paragraph 2 of the General Instructions for Preparation of Consolidated Ind AS Financial Statements to Schedule III to the Companies Act, 2013

	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
For the period ended March 31, 2026								
Parent								
TMC Transformers (India) Ltd	95.23%	1,703.79	83.15%	795.82	100.00%	(0.10)	83.15%	795.72
Indian subsidiary								
Anshuman Transpower System Private Limited	21.81%	390.13	17.81%	170.44	0.00%	-	17.81%	170.44
Adjustment arising out of restated adjustments (refer note 44)	(0.04)%	(0.74)	(0.08)%	(0.75)	0.00%	-	(0.08)%	(0.75)
Adjustment arising out of consolidation	(16.99)%	(304.06)	(0.88)%	(8.39)	0.00%	-	(0.88)%	(8.39)
Total	**100.00%**	**1,789.12**	**100.00%**	**957.12**	**100.00%**	**(0.10)**	**100.00%**	**957.02**
For the period ended March 31, 2025								
Parent								
TMC Transformers (India) Ltd	71.99%	544.33	70.50%	328.86	100.00%	(0.23)	70.49%	328.63
Indian subsidiary								
Anshuman Transpower System Private Limited	29.06%	219.69	30.87%	144.01	0.00%	-	30.89%	144.01
Adjustment arising out of restated adjustments (refer note 44)	0.00%	0.01	0.16%	0.75	0.00%	-	0.16%	0.75
Adjustment arising out of consolidation	(1.05)%	(7.93)	(1.54)%	(7.17)	0.00%	-	(1.54)%	(7.17)
Total	**100.00%**	**756.10**	**100.00%**	**466.45**	**100.00%**	**(0.23)**	**100.00%**	**466.22**
For the period ended March 31, 2024								
Parent								
TMC Transformers (India) Ltd	74.41%	215.70	64.89%	97.97	100.00%	(0.22)	64.83%	97.75
Indian subsidiary								
Anshuman Transpower System Private Limited	26.10%	75.67	34.45%	52.02	0.00%	-	34.50%	52.02
Adjustment arising out of restated adjustments (refer note 44)	(0.26)%	(0.74)	(0.49)%	(0.74)	0.00%	-	(0.49)%	(0.74)
Adjustment arising out of consolidation	(0.26)%	(0.75)	1.15%	1.74	0.00%		1.15%	1.74
Total	**100.00%**	**289.88**	**100.00%**	**150.99**	**100.00%**	**(0.22)**	**100.00%**	**150.77**

Details of subsidiary:

Name of subsidiary	Anshuman Transpower System Private Limited
Place of incorporation	Vadodara, Gujarat, India
Principal activity	Manufacturing CRGO core
Proportion of ownership and voting power held by the Group:	
As at March 31, 2026	100%
As at March 31, 2025	NIL
As at March 31, 2024	NIL

(refer note 42 for accounting of business combination transaction arising on acquisition of control of the subsidiary)

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(All figures in ₹ millions unless otherwise stated)

Note 44. Statement of adjustments to audited special purpose consolidated financial statements for the year ended March 31, 2026, March 31, 2025 and March 31, 2024

Part A: Summarized below are the restatement adjustments made to equity as at March 31, 2026, March 31, 2025 and March 31, 2024, and their consequential impact on the equity of the Group:

(I) Auditor's Comment in Annexure to Auditors' Report on the standalone financial statements of the Parent for the year ended March 31, 2026, which requires restatement adjustment in the Restated Consolidated Financial Information

Clause xx (a)

In respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act, except in respect of the following:

Financial Year	Amount unspent on Corporate Social Responsibility activities "other than Ongoing Projects"	Amount transferred to Fund specified in Schedule VII within 6 months from the end of the Financial Year	Amount transferred after the due date (specify the date of deposit)
2023-24	0.74	-	-

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information:

The Company has paid this unspent amount to a fund specified in Schedule VII on June 13, 2026. Restatement adjustment, as necessary, has been carried out in the Restated Consolidated Financial Information.

II) Reconciliation of audited equity and restated equity:

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total equity (as per audited consolidated special purpose financial statements)	1,789.62	755.85	290.38
(i) Audit qualifications	-	-	-
(ii) Adjustments due to change in accounting policy / material errors / other adjustments (refer note 33 and (I) above)	(0.74)	0.01	(0.74)
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-
Total adjustments	(0.74)	0.01	(0.74)
Total Equity as per restated consolidated statement of assets and liabilities	**1,788.88**	**755.86**	**289.64**

III) Reconciliation of audited total comprehensive income and restated total comprehensive income

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total comprehensive income (as per audited consolidated special purpose financial statements)	957.77	465.47	151.51
(i) Audit qualifications	-	-	-
(ii) Adjustments due to change in accounting policy / material errors / other adjustments (refer note 33 and (I) above)	(0.75)	0.75	(0.74)
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-
Total adjustments	(0.75)	0.75	(0.74)
Restated profit after tax for the year	**957.02**	**466.22**	**150.77**

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Note 44. Statement of adjustments to audited special purpose consolidated financial statements for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 (contd.)

Part B: Non-adjusting events

A. Audit qualifications for the respective years, which do not require any adjustment in the Restated Consolidated Financial Information:
There are no audit qualifications in auditor's report for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024.

B. Emphasis of matters which do not require any adjustment in the Restated Consolidated Financial Information:

I. Emphasis of Matter in the Audit Report on the Special Purpose Consolidated Financial Statements for the years ended on March 31, 2026, 2025 and 2024:
We draw attention to Note 2A to the accompanying Special Purpose Consolidated Financial Statements, which describes the basis of their preparation, including the accounting treatment of the acquisition of Anshuman Transpower System Private Limited under common control and the retrospective restatement of financial information. The accompanying Special Purpose Consolidated Financial Statements have been prepared solely for the purpose of preparation of the Restated Consolidated Financial Information proposed to be included in the Draft Red Herring Prospectus in connection with the proposed Initial Public Offering of equity shares of the Company. Accordingly, these Special Purpose Consolidated Financial Statements may not be suitable for any other purpose.

Our opinion is not modified in respect of this matter.

II. Certain statements included in the Auditor's Comment in Annexure to Auditors' Report on the standalone financial statements of the parent and the subsidiary for the year ended on March 31, 2026, which do not require any adjustments in the Restated Consolidated Financial Information are reproduced below in respect of the financial statements presented.

a. For Parent:
(i)Clause vii (a):
According to information and explanations given to us and on the basis of our examination of the books of accounts, undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess have generally been regularly deposited by the company with the appropriate authorities though there has been a slight delay in few cases.

In respect to Professional Tax, the company has paid accumulated dues till the month of February 2026 on March 25, 2026.

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable as applicable were in arrears as of March 31, 2026 for a period of more than six months from the date they became payable except given below:

Name of Statute	Nature of Dues	Amount (₹)	Period to which it relates	Due Date	Remarks
Income-tax Act, 1961	Demand u/s 143(1) of the Income-tax Act, 1961	3,92,790	2021-22	NA	Refund due to the Company is adjusted by Income-tax department.
		2,91,330	2020-21	NA	
		10,740	2019-20	NA	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	Provident Fund	1,574	Aug-25	September 14, 2025	Unpaid as on date of statutory audit report

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information:
The Company has paid outstanding dues of provident fund on June 8, 2026.

(ii)Clause ix (a):
In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender except given below.

Nature of Borrowing	Name of Lender	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid
Vehicle Loan	BMW India Financial Services Pvt. Ltd.	2,77,285	Both	3
		2,77,285	Both	2

Defaults have been satisfied by paying total dues to the lender along with penal interest during the year.

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Note 44. Statement of adjustments to audited special purpose consolidated financial statements for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 (contd.)

Part B: Non-adjusting events (contd.)

b. For Subsidiary:
(i)Clause vii (a):
According to information and explanations given to us and on the basis of our examination of the books of accounts, undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess have generally been regularly deposited by the company with the appropriate authorities though there has been delay in few cases.

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable were in arrears as at March 31, 2026 for more than six months from the date they became payable, except given below:

Name of Statute	Nature of Dues	Amount (₹)	Period to which it relates	Due Date	Date of Payment
The Gujarat State Tax on Professional Trades, Callings and Employments Act, 1976	Professional Tax (employee)	24,400	2023-24	Various dates	Unpaid as on date of statutory audit report
		31,000	2024-25	Various dates	
		2,400	Apr-25	May 15, 2025	
		2,400	May-25	June 15, 2025	
		3,200	Jun-25	July 15, 2025	
		3,000	Jul-25	August 15, 2025	
		3,000	Aug-25	September 15, 2025	
Gujarat Labour Welfare Fund Act, 1953	Labour Welfare Fund	324	2023-24	Various dates	Unpaid as on date of statutory audit report
		468	2024-25	Various dates	
		324	Jul-25	July 15, 2025	
The Employees' State Insurance Act, 1948	ESI Contribution	29,077	2023-24	Various dates	Unpaid as on date of statutory audit report
		31,877	2024-25	Various dates	
		220	Apr-25	May 15, 2025	
		640	May-25	June 15, 2025	
		910	Jun-25	July 15, 2025	
		1,019	Jul-25	August 15, 2025	
		1,171	Aug-25	September 15, 2025	

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information:
The Subsidiary has paid all outstanding statutory dues tabulated above. All dues have been paid-off by June 15, 2026.

(ii)Clause xx
(a) In respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act, except in respect of the following:

Financial Year	Amount unspent on Corporate Social Responsibility activities "other than Ongoing Projects"	Amount transferred to Fund specified in Schedule VII within 6 months from the end of the Financial Year	Amount transferred after the due date (specify the date of deposit)
2024-25	0.67	-	-

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information:
Unspent CSR related to "other than ongoing projects" carried from previous year has been transferred to Scheule VII fund on June 13, 2026.

(b) In respect of ongoing projects, the company has transferred unspent amount to a special account, within a period of thirty days from the end of the financial year in compliance with section 135(6) of the said Act, except in respect of the following:

Financial Year	Amount unspent on Corporate Social Responsibility activities for "Ongoing Projects"	Amount transferred to Special Account within 30 days from the end of the Financial Year	Amount transferred after the due date (specify the date of transfer)
2025-26	1.97	1.94	-

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information:
The balance amount of ₹ 0.03 million related to ongoing projects has been transferred to Schedule VII fund on June 13, 2026.

Note 44. Statement of adjustments to audited special purpose consolidated financial statements for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 (contd.)

Part C: Material regroupings / reclassification

Appropriate regrouping have been made in the Restated Statements of Assets and Liabilities, Restated Statement of Profit and Loss and, Restated Statements of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per Restated Statements of the Company for the year ended March 31, 2026, prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

Note 45 Events after the reporting date

The Board of Directors at its meeting held on May 21, 2026 approved issue of 68,074,025 bonus shares in the ratio of 1:2825, subject to completion of requisite regulatory formalities. In accordance with Ind AS 33, the weighted average number of equity shares used in computing earnings per share has been adjusted retrospectively for all periods presented.

The Company completed a private placement of 833,333 equity shares of face value ₹ 10 each and received proceeds aggregating to ₹ 500 million. Since the transaction occurred after the reporting date, no adjustment has been made to these financial statements.

Note 46

The financial statements were reviewed and recommended by the Audit Committee and has been approved by the Board of Directors in their meeting held on 30-Jun-2026.

In terms of our report attached
For M P P S & Co.
Chartered Accountants
ICAI Firm Registration No. 140400W

For and on behalf of the Board of Directors of
TMC Transformers (India) Limited
(formerly known as TMC Transformers (India) Private Limited)

CA. Prashant Modi
Partner
Membership No. 139018

Hriday Narayan R Shukla
Chairman and Managing Director
(DIN: 07317976)

Venkatasesha Sita Rama Venugopal Kalavagunta
Executive Director
(DIN: 03218037)

Place: Vadodara
Date: 30-Jun-2026

Saurabh Dharamsibhai Patel
Chief Financial Officer

Khushali Patel
Company Secretary and Compliance Officer

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company, for the Fiscals ended March 31, 2026, March 31, 2025 and March 31, 2024, together with all the annexures, schedules and notes thereto (collectively, the "**Audited Financial Statements**") are available at https://tmc-india.com/investor-relations.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and 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, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements and the reports thereon should not be considered as part of information that any investor should consider in order to subscribe for or purchase any securities of our Company, its Subsidiary or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. Due caution is advised when accessing and placing reliance on any historic or other information available in the public domain. None of the Group or any of its advisors, nor the BRLMs, 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 Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from our Restated Consolidated Financial Information required to be disclosed under the SEBI ICDR Regulations are set out below:

(in ₹, except share data)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Earnings per share (basic) (in ₹)	14.11	6.88	2.23
Earnings per share (diluted) (in ₹)	14.05	6.88	2.23
Net worth	2,053.31	1,020.42	554.19
Return on net worth (%)	62.28	59.25	31.54
Net Asset Value per Equity Share (in ₹)	26.27	11.15	4.28
EBITDA (₹ in million)	1,330.53	666.92	223.85
EBITDA Margin (%)	31.89	24.55	9.04
Profit After Tax (₹ in million)	957.12	466.45	150.99
PAT Margin (%)	22.94	17.17	6.10

Notes:

1. *Basic Earnings per share = Restated consolidated net profit after tax (loss after tax) as restated / Weighted average number of equity shares outstanding during the financial year, after considering impact of bonus retrospectively for all period presented.*
2. *Diluted Earnings per share = Restated consolidated net profit after tax (loss after tax) as restated / Weighted average number of potential equity shares outstanding during the financial year.*
3. *Net worth means the aggregate value of paid-up share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, other comprehensive income items, deferred expenditure and miscellaneous expenditure not written off, derived from the Restated and Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
4. *Return on Net Worth (%) = Net profit after tax, as restated /Average Net worth as restated as at period/year end.*
5. *Net Asset Value per Equity Share is calculated as Total Equity at the end of the year divided by weighted average number of Equity Shares. Weighted average number of Equity Shares of face value of ₹ 10 each represents the shares used for computing diluted EPS.*
6. *EBITDA is calculated as restated profit for the year minus other income plus finance costs, depreciation and amortization expense, exceptional item and total tax expense.*
7. *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.*
8. *Profit after Tax Means Profit for the period/year attributable to equity shareholders as appearing in the Restated Consolidated Financial Information.*
9. *PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.*

For a reconciliation of non-GAAP measures, see "*Management's Discussion and Analysis of our Results of Operations – Non-GAAP Measures*" on page 374.

CAPITALISATION STATEMENT

The following table sets out our Company's capitalization as at March 31, 2026, as derived from our Restated Consolidated Financial Information. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information*" and "*Risk Factors*" on pages 365, 311 and 22, respectively.

(in ₹ million, except ratios)

Particulars		Pre-Issue at March 31, 2026	As adjusted for the proposed Issue #
Borrowings			
Current borrowings*		386.71	[●]
Non-current borrowings (including current maturity and interest accrued and due on borrowings)*@		787.46	[●]
Total Borrowings	**(A)**	**1,174.17**	
Equity			
Equity share capital*		0.24	[●]
Other equity*		1,788.88	[●]
Total equity	**(B)**	**1,789.12**	
Total	**(A+B)**	**2,963.29**	[●]
Ratio: Non-current borrowings/ Total equity		0.44	[●]
Ratio: Total borrowings / total equity		0.66	[●]

* *These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*

\# *Post-Issue capitalisation will be determined after finalization of the Issue Price.*

@ *The amount of Non-current borrowings includes compulsory convertible Preference Shares amounting to ₹763.87 million.*

Note:

Subsequent to March 31, 2026, our Company had issued (i) 68,074,025 Equity Shares by way of bonus in the ratio of 2,825 Equity Shares for every one Equity Share held as on record date i.e. June 04, 2026 pursuant to board resolution dated June 06, 2026; and (ii) 833,333 Equity Shares by way of Preferential Issue pursuant to board resolution dated June 25, 2026. Accordingly, the share capital of our Company has changed after March 31, 2026. For further details, see "Capital Structure – Notes to the Capital Structure – Share Capital History of our Company" on page 99.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. Prospective investors should read "Forward-Looking Statements" beginning on page 20 for a discussion of the risks and uncertainties related to those statements along with sections titled "Risk Factors", "Industry Overview", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 22, 157, 311 and 365, respectively, for a discussion of 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.

Unless the context otherwise requires, in this section, references to 'we', 'us', 'our' or 'Group' refer to TMC Transformers India Limited along with its Material Subsidiary, as applicable and 'the Company' or 'our Company' or 'refers to TMC Transformers India Limited

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months period ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscal 2026, Fiscal 2025 and Fiscal 2024, included herein is based on or derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further details, see "Restated Consolidated Financial Information" beginning on page 311. Please also refer to "Definitions and Abbreviations" on page 1 for certain terms used in this section. Our Restated Consolidated Financial Information is based on our audited financial statements, which have been prepared and presented in accordance with Ind AS and restated in accordance with Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note. Ind AS differs in certain material respects from IFRS and U.S. GAAP. See "Risk Factors - Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition." on page 74.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Strategic outlook on India's transformer market" dated June 2026 (the "**CRISIL Report**"), which was prepared & issued by Crisil Intelligence. We commissioned Crisil Intelligence to prepare the CRISIL Report exclusively for the purpose of the Issue for the purposes of understanding the industry in which we operate for an agreed fee pursuant to the engagement letter dated April 28, 2026. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. The CRISIL Report forms part of the material contracts for inspection and will be accessible on our Company's website from the date of the Red Herring Prospectus until the Bid/Issue Closing Date.Crisil Intelligence is an independent agency and is not a related party of our Company, our Subsidiary, Directors, Promoter, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular fiscal or calendar year, refers to such information for the relevant fiscal or calendar year. For further details on the CRISIL Report, see "Risk Factors— Certain sections in this Draft Red Herring Prospectus contain information from the CRISIL Report, which has been commissioned and paid for by us for the purpose of the Issue. Reliance on information from the CRISIL Report for making an investment decision in the Issue is subject to inherent risks." and "Industry Overview" on pages 68 and 157, respectively*

Overview

We are an established transformer manufacturer in India with capabilities across multiple transformer types and voltage classes. We operate an integrated, design-led manufacturing model and offer a comprehensive portfolio comprising oil-filled transformers up to 160 Mega Volt-Amp ("**MVA**") / 220 kilovolts ("**kV**") class, dry-type transformers up to 20 MVA / 36 kV class, and compact sub-stations up to 3 MVA / 36 kV class designed and manufactured to meet customer-specific technical requirements. We are one of the few transformer manufacturers in India with the requisite capabilities and certifications to cater to all major high-growth end-user sectors, including railways, renewables, metro, industrials, discoms and others *(Source: CRISIL Report)*. We are the only transformer manufacturer in India certified by RDSO for all classes of transformers required for 2×25 kV traction substations in India *(Source: CRISIL Report)*. We are also one of the only two Indian manufacturers certified by RDSO to manufacture 100 MVA / 220 kV Scott-connected traction transformers for deployment in high-voltage rail network electrification by the Indian Railways, and the first and only manufacturer approved for 100 MVA / 230 kV Scott-connected traction transformers for these applications *(Source: CRISIL Report)*.

We are one of the fastest growing transformer manufacturing companies from Fiscal 2024 to Fiscal 2026, in terms of revenue from operations, growing at a CAGR of 29.83% during the period *(Source: CRISIL Report)*. We had the highest gross profit margin in Fiscal 2026 of 43.01% and in Fiscal 2025 of 38.57% amongst all peers, underscoring our strong market positioning, execution capabilities, backward integration and cost efficiency *(Source: CRISIL Report)*.

Our diversified and technically differentiated product portfolio spans both oil-filled and dry-type insulation technologies and caters to a wide spectrum of voltage levels and applications, including high voltage power transformers, Scott-connected traction transformers, cast resin transformers, auto transformers, furnace transformers, solar power multi-winding inverter-duty transformers and distribution transformers. For further details, see "- *Our Product Portfolio*" on page 265. Set forth below is a representative overview of certain of our key product offerings:

S. No.	Insulation Type	Key Products by Application	Maximum Rating	Select Product Image	End-use Sectors
1.	Oil-filled transformer	➢ Power transformers ➢ Distribution transformers ➢ Scott-connected traction transformers ➢ Auto transformers ➢ Furnace transformers ➢ Solar power multi winding inverter duty transformers ➢ Other high voltage transformers	Up to 160 MVA / 220 kV class		Railways, industrial, renewable energy and BESS, private DISCOM
2.	Dry-type transformer	➢ Cast resin dry type transformers	Up to 20 MVA / 36 kV class		Private DISCOM, industrial, metro rail, renewable energy
3.	Compact sub-station	➢ Oil based compact sub-stations ➢ Dry compact sub-stations	Up to 3 MVA / 36 kV class		Private DISCOM, industrial

The following table sets forth our revenue from operations by product category for the periods indicated:

(₹ in million, unless stated otherwise)

Product categories	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Oil-filled transformers	3,168.99	75.95	1,815.08	66.81	1,596.55	64.50
Dry-type transformers	821.53	19.69	712.01	26.21	760.03	30.71
Compact sub-stations	113.02	2.71	127.14	4.68	53.98	2.18
Others*	68.81	1.65	62.62	2.30	64.69	2.61
Total	**4,172.35**	**100.00**	**2,716.85**	**100.00**	**2,475.25**	**100.00**

* *Comprises sale of transformers parts, sale of service and other operating revenue*

The following table sets out our revenue from operations by end-use sector for the period indicated:

(₹ in million, unless stated otherwise)

End-use Sector	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Railways	1,760.49	42.19	771.98	28.41	758.84	30.66
Industrial*	1,414.03	33.89	977.46	35.98	1,328.33	53.66
Renewable energy and BESS	501.38	12.02	558.70	20.56	115.57	4.67

End-use Sector	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Private DISCOM	330.82	7.93	303.88	11.19	156.95	6.34
Metro rail	96.82	2.32	20.56	0.76	50.87	2.05
Others**	68.81	1.65	84.27	3.10	64.69	2.61
Total	**4,172.35**	**100.00**	**2,716.85**	**100.00**	**2,475.25**	**100.00**

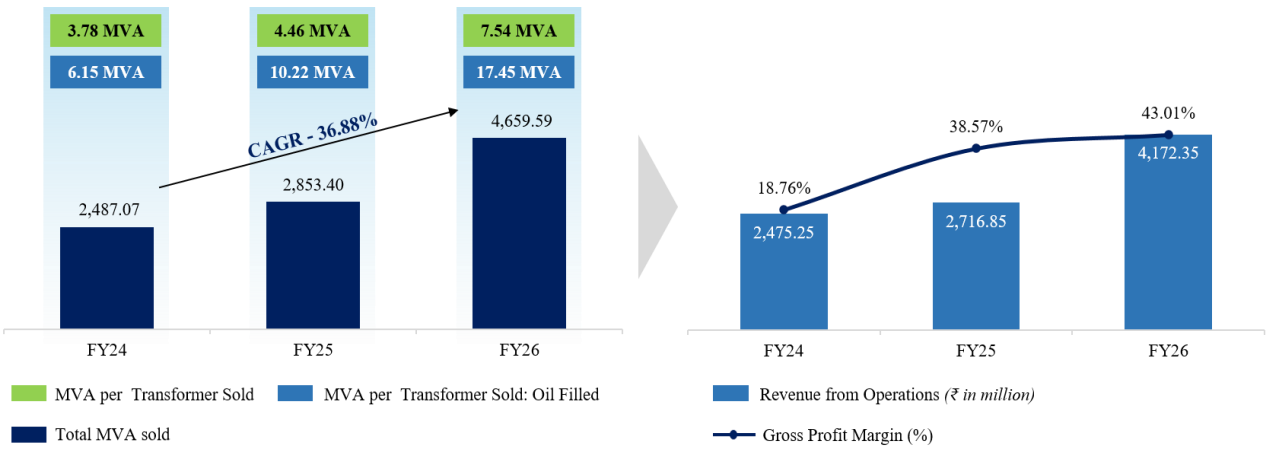
* *Comprises steel, oil & gas and data centers*
** *Comprises real estate, infrastructure, sale of spare parts, sale of services and other operating revenue*

We serve a diversified customer base across India as well as globally, supplying transformers to various end-use sectors. In international markets, we have exported our products to key markets such as the United States of America, Nigeria, Saudi Arabia, Mexico, and Australia amongst others during the last three Fiscals. The following table sets forth our revenue from operations from the domestic and international markets for the periods indicated, expressed as a percentage of our total revenue from operations:

(₹ in million, unless stated otherwise)

Market	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Domestic	3,484.24	83.51	2,551.54	93.92	2,135.19	86.26
International	688.11	16.49	165.31	6.08	340.06	13.74
Total	**4,172.35**	**100.00**	**2,716.85**	**100.00**	**2,475.25**	**100.00**

The current demand growth in transmission infrastructure, renewable evacuation systems, data centres, industrial expansion, and railway electrification has significantly outpaced near-term manufacturing scalability *(Source: CRISIL Report)*. In response to these industry dynamics, and to address the emerging demand-supply gap, particularly in higher-voltage and specialised transformer segments, we have strategically repositioned our product portfolio towards higher-capacity transformers, thereby enhancing operating efficiency and strengthening our positioning in technically demanding and qualification-intensive sectors such as railways and metro rail. The transition towards higher-capacity transformers is structurally margin-accretive, as consumption of raw material does not increase proportionately with MVA output, enabling higher output per unit of raw material consumed *(Source: CRISIL Report)*. This strategic shift is evidenced by the increase in our MVA per Transformer Sold, growth in Total MVA Sold, and the corresponding increase in our Revenue from Operations and Gross Profit Margins over the periods indicated below:



Building on our track record of progressively scaling our manufacturing capabilities across transformer classes, including execution of lower and mid-range MVA/kV transformers across traction, industrial and utility applications and subsequent advancement into higher-rated transformers such as 100 MVA / 220 kV class units, we have continued to expand into higher-capacity segments. In Fiscal 2026, we secured an order for two 160 MVA / 220 kV class oil-filled transformers for the renewable energy and BESS sector, representing the highest capacity class undertaken by us to date. Recently, we have successfully conducted the short circuit test for the said transformers at National High Power Test Laboratory Private Limited (NHPTL) to verify the transformers' ability to withstand thermal and mechanical stresses during fault conditions. Following the completion of the short-circuit test, both the transformers have been dispatched for the customer's location. In parallel, our focus on design and engineering optimization has enabled improvements in product efficiency, further strengthening our technical differentiation and competitive position. Our approved design for 100 MVA / 220 kV Scott-connected transformers for the railways is certified at a no-load loss of 32.6 kW against the industry benchmark of 35 kW, highlighting our robust design capabilities and positioning within the segments *(Source: CRISIL Report)*.

As of March 31, 2026, we had an unexecuted order book of ₹6,734.18 million, representing an aggregate unexecuted capacity of 9,172.71 MVA. This order book provides visibility on revenues, supports capacity utilisation and reflects our ability to secure orders across diversified end-use sectors. Our order book also reflects a shift toward higher-capacity and higher-value transformers, consistent with improvement in product mix.

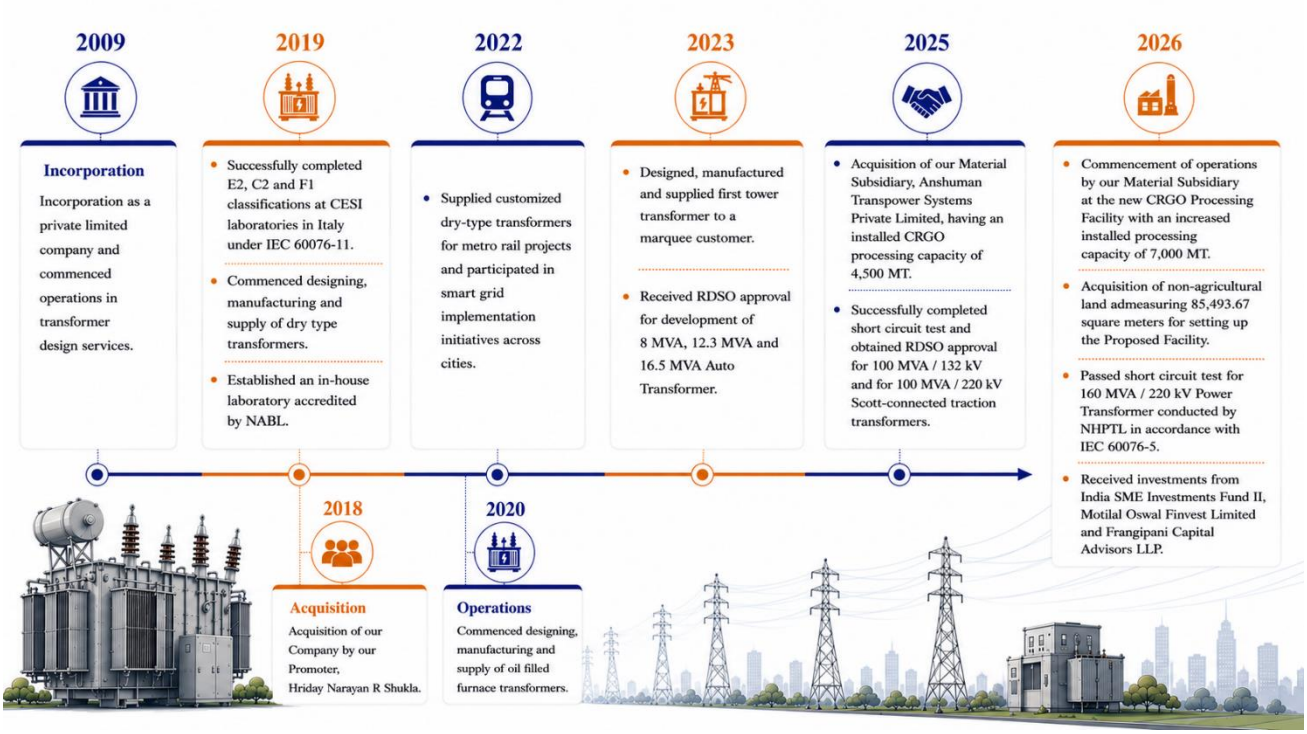
Our integrated design, manufacturing, and testing capabilities enable us to deliver transformers tailored to customer requirements. Our in-house design team of 12 employees, supported by 2D/3D modeling software including CAD and Solid Edge, works in tandem with our manufacturing operations at our Transformer Manufacturing Facility in Vadodara, Gujarat, spread across 18,684.63 sq. mts. with an installed capacity of 8,500 MVA as of March 31, 2026. Our manufacturing operations are further supported by backward integration into cold-rolled grain-oriented ("**CRGO**") electrical steel processing capabilities through our wholly-owned subsidiary, Anshuman Transpower System Private Limited ("**Anshuman**"). CRGO electrical steel is a specification-sensitive input that has a significant impact on transformer performance characteristics, including energy-loss parameters, and also represents a meaningful component of manufacturing cost *(Source: CRISIL Report).* For each of Fiscals 2026, 2025 and 2024, Anshuman had an installed capacity of 4,500 MT which catered to 100% of our CRGO requirements supporting procurement visibility, supply continuity and operational efficiency. Anshuman's existing CRGO processing operations were recently relocated to the CRGO Processing Facility with an enlarged manufacturing area, increasing its total annual processing capacity to 7,000 MT. This relocation has enabled optimization of space utilization at our Transformer Manufacturing Facility, thereby enhancing the installed manufacturing capacity to 13,500 MVA. In addition, we have initiated steps towards backward integration into select components, including radiators, to further strengthen supply chain reliability and operational control.

We operate a NABL-accredited in-house testing laboratory, compliant with IS/IEC standards, equipped to undertake Partial Discharge testing for both oil-filled and dry-type transformers in accordance with applicable industry standards. We hold key certifications and approvals including ISO certifications and RDSO approvals, which support our participation in technical and qualification-driven infrastructure sectors. We are one of the few manufacturers in India who has E2 (Environmental), F1 (Fire) and C2 (Climatic) classifications issued by CESI, Italy *(Source: CRISIL Report)*. This demonstrates compliance with stringent international quality and safety standards, reflecting robust design, and reliable operation in harsh environments *(Source: CRISIL Report).* We are also approved vendors for multiple metro rail authorities, having executed supplies for metro rail projects across several cities in India, namely Mumbai, Delhi, Pune, Kanpur, Agra, Nagpur and Patna.

We supply our products to a diversified customer base across multiple end-use sectors, predominantly through an enquiry-based and relationship-driven order acquisition process. Our business involves direct engagement with EPC contractors, developers and end-users through techno-commercial discussions, vendor evaluations and submission of quotations based on customer-specific technical requirements. A portion of our business is also secured through tender-driven processes involving technical and commercial qualification, including direct supplies to private DISCOMs and Indian Railways. Our ability to offer application-specific solutions, combined with our execution track record and technical capabilities, enables us to participate across both project-driven and relationship-driven procurement processes. This approach supports repeat business as well as new project opportunities across sectors and geographies and has enabled us to develop and maintain long-standing relationships with several customers, supporting continuity in order inflows and customer engagement.

Our Company was incorporated in 2009 and subsequently became a subsidiary of TMC Italia S.p.A., an Italian transformer manufacturer, in the same year. In the initial years, we operated as a transformer design and consultancy services provider to TMC Italia S.p.A, which provided us a foundation in transformer engineering, product design and technical services. In 2018, following the bankruptcy of TMC Italia S.p.A., Venkatasesha Sita Rama Venugopal Kalavagunta, our Executive Director and the then head of design engineering and a minority shareholder in our Company, acquired the remaining stake held by TMC Italia S.p.A in our Company. Immediately thereafter, our Promoter, Chairman and Managing Director, Hriday Narayan R Shukla, acquired the majority stake from Venkatesha Sita Rama Venugopal Kalavangunta thereby assuming control in our Company. Following this change in ownership, we transitioned into a full-scale transformer manufacturing company and have since expanded our manufacturing capabilities and product portfolio across multiple end-use sectors.

A graphical representation of our evolution and journey is set forth below:



Our operations are led by our Promoter, Chairman and Managing Director, Hriday Narayan R Shukla, who has over 24 years of experience in electrical insulation and transformer manufacturing industry, and supported by our senior management team, including our Executive Director, Venkatasesha Sita Rama Venugopal Kalavagunta, who brings experience of over 30 years in transformer designing and manufacturing. We believe that the experience of our management team supports our operational execution, product development and long-term growth strategy.

The following table sets forth certain key performance indicators for the Fiscals indicated:

Particulars	Units	Fiscal 2026	Fiscal 2025	Fiscal 2024
Operational KPIs				
Installed Capacity [(1)]	MVA p.a	8,500.00	8,500.00	8,500.00
MVA Produced / Sold [(2)]	MVA	4,659.59	2,853.40	2,487.07
Transformers Sold [(3)]	No.	618	640	658
MVA per Transformer Sold [(4a)]	MVA	7.54	4.46	3.78
MVA per Transformer Sold: Oil-filled Transformers [(4b)]	MVA	17.45	10.22	6.15
Order Book [(5)]	₹ Mn	6,734.18	3,271.02	1,375.10
Realisation per Transformer [(6)]	₹ Mn	6.64	4.15	3.66
Financial KPIs				
Revenue from Operations [(7)]	₹ Mn	4,172.35	2,716.85	2,475.25
Revenue from Operations Growth [(8)]	%	53.57	9.76	NA
Gross Profit [(9)]	₹ Mn	1,794.66	1,047.91	464.29
Gross Profit Margin [(10)]	%	43.01	38.57	18.76
Operating EBITDA [(11)]	₹ Mn	1,330.53	666.92	223.85
Operating EBITDA Margin [(12)]	%	31.89	24.55	9.04
PAT [(13)]	₹ Mn	957.12	466.45	150.99
PAT Margin [(14)]	%	22.94	17.17	6.10
Total Equity (including NCI) [(15)]	₹ Mn	1,789.12	756.10	289.88
Net Debt [(16)]	₹ Mn	232.69	(90.73)	11.76
Net Debt to Total Equity [(17)]	Times	0.13	(0.12)	0.04
Net Debt to Operating EBITDA [(18)]	Times	0.17	(0.14)	0.05
Net Working Capital Days [(19)]	Days	136	59	24
Fixed Asset Turnover Ratio [(20)]	Times	16.11	15.13	27.51
Return on Average Equity (ROE) [(21)]	%	75.21	89.19	70.39
Return on Average Capital Employed (ROCE) [(22)]	%	79.31	122.05	100.17
Basic EPS [(23)]	₹ per share	14.11	6.88	2.23
Diluted EPS [(24)]	₹ per share	14.05	6.88	2.23

* *As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.*

1. *Represents the total transformer manufacturing capacity installed by the company as of the end of the reporting period;*
2. *Represents the total MVA of transformers produced/sold by the company during the reporting period;*
3. *Indicates the total number of transformers sold by the company during the year;*
4. *a. Indicates average MVA per transformers sold by the company during the year. Calculated as total MVA produced / sold divided by number of transformers sold;*
   b. Indicates average MVA per oil-filled transformers sold by the company during the year. Calculated as total MVA produced / sold divided by number of oil-filled transformers sold;
5. *Represents the total value of customer orders on hand as of the end of the reporting period;*
6. *Computed as Revenue from sale of transformers divided by the number of transformers sold;*
7. *Computed as the sum of sale of products, sale of services and other operating revenue;*
8. *Computed by dividing increase in Revenue from Operations in the current period with Revenue from Operations for the previous period *100;*
9. *Computed as Revenue from operations minus Cost of Goods sold. Cost of Goods sold is computed as sum of Cost of materials consumed, Purchase of stock-in-trade and changes in inventory of work in progress and finished goods;*
10. *Computed by dividing Gross Profit with Revenue from operations * 100;*
11. *Calculated as restated Profit / (Loss) before share of profit / loss of Joint Ventures & Associates, Exceptional items and Tax minus other Income plus Finance Costs and Depreciation & Amortization expense;*
12. *Computed by dividing Operating EBITDA with revenue from operations * 100;*
13. *Restated profit for the year/period as per Restated Consolidated Financial Information without considering Other comprehensive income;*
14. *Restated profit for the year/period as per Restated Consolidated Financial Information without considering Other comprehensive income divided by revenue from operations * 100;*
15. *Total Equity including Non Controlling Interests as per Restated Consolidated Financial Information;*
16. *Computed as sum of long term borrowing, short term borrowings minus cash and cash equivalents, bank balances other than cash and cash equivalents and current investments;*
17. *Computed as Net Debt divided by total equity;*
18. *Computed as Net Debt divided by operating EBITDA;*
19. *Computed as revenue from operations divided by net working capital * 365. Net working capital is computed as Total current assets (excluding cash & cash equivalents, Bank balances other than cash & cash equivalents and current investments) minus Total current liabilities (excluding borrowings);*
20. *Computed as revenue from operations divided by average gross tangible fixed assets. Average gross fixed tangible assets us calculated by averaging the opening and closing balance of gross tangible fixed assets. Gross tangible fixed assets is calculated as total gross fixed assets minus gross value of ROU assets and intangible assets;*
21. *Computed by dividing PAT by the Average Total Equity * 100. Average Total Equity is calculated as the average of the opening and closing balances of the Total Equity;*
22. *Computed as EBIT as a % of average capital employed. EBIT is calculated by adding finance cost to restated Profit / (Loss) before exceptional items and tax (but after share of profit / loss of joint ventures & associates). Average Capital Employed is calculated by averaging the opening and closing balance of capital employed. Capital employed is calculated by adding Total Equity and long term borrowings;*
23. *Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of equity shares outstanding; and*
24. *Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of diluted equity shares outstanding.*

For details in relation to our business overview, see "*Our Business – Overview*" on page 247.

Significant Factors Affecting our Results of Operation

The results of our operations and our financial conditions are affected by numerous factors and uncertainties, many of which may be beyond our control, including as discussed in "*Our Business*" and "*Risk Factors",* on pages 247 and 22. Set forth below is a discussion of certain factors that we believe may be expected to have a significant effect on our financial condition and results of operations:

1. Customer composition and end-market exposure

Our results of operations are influenced by the composition of our customer base and our exposure to end-use sectors, particularly the railways sector. We supply our products to a diversified customer base across multiple end-use sectors, predominantly through an enquiry-based and relationship-driven order acquisition process. Our customer base comprises EPC contractors, utilities and large private sector customers across power, infrastructure and industrial segments, which are characterised by high power requirements, technical complexity and large-scale project execution, and include high-value and technically demanding customers. Our business involves direct engagement with EPC contractors, developers and end-users through techno-commercial discussions, vendor evaluations and submission of quotations based on customer-specific technical requirements. A portion of our business is also secured through tender-driven processes involving technical and commercial qualification, including direct supplies to private DISCOMs and Indian Railways. Our ability to offer application-specific solutions, combined with our execution track record and technical capabilities, enables us to participate across

both project-driven and relationship-driven procurement processes. This approach supports repeat business as well as new project opportunities across sectors and geographies and has enabled us to develop and maintain long-standing relationships with several customers, supporting continuity in order inflows and customer engagement.

The table below sets forth the contribution of our top ten customers for the Fiscal 2026, Fiscal 2025 and Fiscal 2024, determined based on the revenue contribution from such customer for the periods stated:

(₹ in million)

Customers^*	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations
Customer 1	757.20	18.15	377.20	13.88	255.87	10.34
Customer 2	685.04	16.42	260.90	9.60	232.20	9.38
Customer 3	438.13	10.50	236.53	8.71	216.11	8.73
Customer 4	268.60	6.44	151.60	5.58	185.40	7.49
Customer 5	203.87	4.89	142.63	5.25	160.86	6.50
Customer 6	189.00	4.53	127.95	4.71	142.40	5.75
Customer 7	182.53	4.37	106.80	3.93	99.98	4.04
Customer 8	148.30	3.55	103.22	3.80	83.35	3.37
Customer 9	128.47	3.08	99.18	3.65	66.94	2.70
Customer 10	113.32	2.72	83.22	3.06	59.86	2.42
Top	**3,114.46**	**74.65**	**1,689.23**	**62.17**	**1,502.97**	**60.72**

^ *While more than 50% of our revenue from operations is derived from our top 10 customers, however, names of such customers have not been disclosed in the above table as their consents for such disclosure were not available.*

* *Our top ten customers have not remained the same and have changed across Fiscal 2026, Fiscal 2025 and Fiscal 2024*

While we do not have long-term purchase commitments from our customers, we have established relationships with several customers, supported by our ability to deliver technically compliant and application-specific solutions, competitive pricing and reliable execution. Accordingly, our results of operations in a given period may be influenced by the volume and timing of orders received from such customers, the pace of project execution, and the timing of revenue recognition in respect of such orders. Any change in customer ordering patterns, execution schedules or payment cycles may affect comparability of our operating results across periods. Further, also see "*Risk Factors - We derive a substantial portion of our revenue from operations from our top 10 customers. As of Fiscal 2026, Fiscal 2025 and Fiscal 2024, our top 10 customers contributed ₹ 3,114.46 million, ₹ 1,689.23 million and ₹ 1,502.97 million which constituted 74.65%, 62.17 % and 60.72%, respectively, of our revenue from operations. Any loss of any such customers, reduction in orders, adverse changes in their business or financial condition, payment delays could adversely affect our business, results of operations, financial condition and cash flows.*" on page 23, for a discussion on risk associated to customer concentration.

Further, we derive a majority of our revenue from operations from the manufacture and sale of transformers to railways sector. The table below sets out our revenue derived from the sale of transformers in Fiscal 2026, Fiscal 2025 and Fiscal 2024 from railways sector, together with such revenue as a percentage of our revenue from operations for the same period:

(₹ in million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	As a % of our revenue from operations	Amount	As a % of our revenue from operations	Amount	As a % of our revenue from operations
Revenue from railways sector	1,760.49	42.19	771.98	28.41	758.84	30.66

The RDSO approvals position us as an approved manufacturer of transformers for various projects undertaken by Indian Railways. Further, these approvals are subject to compliance with applicable technical specifications, testing standards and performance requirements prescribed by RDSO. We have executed supplies for traction substations and railway electrification projects across multiple routes and zones in India including Central Railway, South Central, Southern Railway and Western Railway, demonstrating our ability to meet the technical and execution requirements of Indian Railways. Further, our revenues from the railways sector are dependent on the Indian Railways' infrastructure development programmes, including railway electrification, traction substations, signalling systems, and other allied projects that necessitate the procurement of transformers. Demand is further supported by the continued electrification and modernisation of Indian Railways, including corridor expansion and dedicated freight/high-speed rail projects, which require traction transformers and associated substation infrastructure, while metro rail and urban transit expansion across cities drives deployment of traction, auxiliary and compact transformer solutions designed for dense urban settings. As a result, our operating performance in a given period may be influenced by the pace of execution and award of such projects, the timing

of customer procurement decisions and the progress of infrastructure development in the railways and other end use sectors.

2. Cost and availability of raw materials

Our operations depend heavily on the availability and cost of raw materials such as CRGO electrical steel, CTC copper and aluminium, radiator, tank, transformer oil, insulating materials including pressboard and kraft paper, bushings, and other components. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, our cost of materials consumed amounted to ₹ 2,605.15 million, ₹ 1,794.56 million, and ₹ 1,957.49 million, constituting 62.44%, 66.05%, and 79.08% of our revenue from operations, respectively.

The table below sets outs top 10 suppliers together with such supply as a percentage of our total raw materials sourced in Fiscal 2026, Fiscal 2025 and Fiscal 2024:

Suppliers	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	As a percentage of cost of good sold	Amount	As a percentage of cost of good sold	Amount	As a percentage of cost of good sold
Supplier 1	518.05	21.79	181.91	10.90	199.86	9.94
Supplier 2	424.35	17.85	158.16	9.48	154.99	7.71
Supplier 3	225.20	9.47	139.89	8.38	120.76	6.01
Supplier 4	155.02	6.52	128.27	7.69	110.67	5.50
Supplier 5	122.54	5.15	98.80	5.92	99.98	4.97
Supplier 6	118.59	4.99	87.80	5.26	86.89	4.32
Supplier 7	109.58	4.61	85.81	5.14	82.59	4.11
Supplier 8	81.20	3.42	62.41	3.74	80.12	3.98
Supplier 9	78.02	3.28	57.10	3.42	75.09	3.73
Supplier 10	67.53	2.84	56.58	3.39	62.53	3.11
Total	**1,900.08**	**79.92**	**1,056.73**	**63.32**	**1,073.48**	**53.38**

^ *While more than 50% of our total purchases are sourced from our top 10 suppliers, however, the names of such suppliers have not been disclosed in the above table as their consents for such disclosure were not available. Our promoter group entity, United Insulation Industries (partnership firm), has been one of our top 10 suppliers in Fiscal 2026, 2025 and 2024.*

* *Our top ten suppliers have not remained the same and have changed across Fiscal 2026, Fiscal 2025 and Fiscal 2024*

The prices and availability of these raw materials are influenced by a range of factors, including global commodity prices, foreign exchange movements, customs duties and import tariffs, trade restrictions, shipping and logistics disruptions and overall supply-demand dynamics. In particular, CRGO electrical steel is a key input in transformer manufacturing and domestic availability remains limited, resulting in continued reliance on imports. In addition, copper and transformer oil prices are linked to international benchmarks. Accordingly, any adverse movement in raw material prices or any disruption in supply may increase our input costs and affect our profitability.

While our operations are supported by an integrated manufacturing setup comprising production, material planning and in-house processing capabilities, enabling efficient execution across a range of product specifications, including oil-filled and dry-type transformers and compact sub-stations, across diverse end-use applications. Our manufacturing setup is closely integrated with our in-house design and engineering capabilities, enabling optimization of product design, material utilization and performance parameters, which is key in higher-specification and application-specific transformers. Our operations are further strengthened by backward integration into CRGO electrical steel processing through our wholly-owned subsidiary, Anshuman, acquired in Fiscal 2025. Our in-house CRGO processing capabilities provide greater control over a CRGO electrical steel, enabling improved material availability, processing quality and alignment with production schedules.

However, any disruption in supply due to operational breakdowns, financial difficulties of suppliers, geopolitical factors, regulatory restrictions, or logistical delays could affect our ability to procure raw materials in a timely and cost-efficient manner. Further, raw materials are also subject to risks of inflationary trends, supply shortages, currency volatility and changes in import duties or government policies. Any significant increase in input costs, coupled with an inability to secure alternate sourcing arrangements or pass on such costs to our customers, may adversely impact our gross margins, cash flows and overall financial condition.

3. Macroeconomic and market conditions affecting the Transformer Industry

Our business is dependent on project-based orders from customers such as EPC contractors, railways, metros, DISCOMs and industrial customers, whose procurement decisions are, in many cases, linked to central and state government budgetary allocations, public procurement policies, electrification and grid modernisation initiatives, infrastructure spending priorities, and broader capital expenditure cycles in the power and infrastructure sectors.

As a result, our revenues are not ratable over time and may fluctuate significantly from period to period depending on, among other things, the timing and quantum of tender issuance and contract awards, changes in procurement priorities, the pace of bid evaluation and project approvals, customer execution schedules, site readiness, dispatch timelines and milestone-based revenue recognition. In addition, changes in government priorities, reductions or delays in budgetary allocations, slowdown in electrification, transmission, railway or metro investments, deferment or cancellation of public infrastructure projects, or delays in tender issuance, contract awards, site mobilisation, inspections or customer approvals may materially reduce order inflows and defer execution timelines.

4. Order book management and execution

Order book management and execution significantly affect our results of operations, cash flows and period-to-period revenue visibility. As of March 31, 2026, our aggregate order book stood at ₹6,734.18 million. The table below sets forth details of our order book as on March 31, 2026:

(₹ in million)

MVA Range	Value		MVA	
	Amount of Order Book	% of Total Order Book	Total MVA	% of Total MVA
51 - 160 MVA	3,409.50	50.63	4,450.00	48.51
21 - 50 MVA	336.10	4.99	379.00	4.13
11 - 20 MVA	1,775.06	26.36	3,325.98	36.26
6 - 10 MVA	786.15	11.67	890.44	9.71
1 - 5 MVA	187.92	2.79	78.55	0.86
Upto 1 MVA	236.61	3.51	48.74	0.53
Others*	2.84	0.05	-	-
Total	**6,734.18**	**100.00**	**9,172.71**	**100.00**

* *Others includes spare parts and testing related charges.*

While the order book provides visibility on a portion of our future revenues, the timing of conversion of such orders into revenue depends on multiple factors, including the timing of order inflows, procurement of raw materials, production scheduling, execution cycles, inspection, dispatch, installation requirements, if any, and customer acceptance. Accordingly, fluctuations in execution timelines or delays in the completion of orders may affect the timing of revenue recognition and cause variations in our results of operations across periods. Further, for the purposes of calculating the order book value, we do not take into account any increase or decrease in the prices of transformers arising from fluctuations in raw material prices, as such variations are passed on to customers through a separate price variation invoice raised at the time of delivery.

For a discussion of the risks associated with relying on our order book as being indicative of our growth and revenues, see *"Risk Factors - As of March 31, 2026, our aggregate order book was ₹ 6,734.18 million. The contracts that are included in our order book may be stagnant, delayed, modified, cancelled not fully paid, executed over multiple financial periods or suspended by our customers and therefore our order book is not necessarily indicative of our future revenue or profit. Our actual revenue or profit may be different than the estimates reflected in our order book. Any delay, failure or execution difficulty with respect to projects in our order book could materially affect our business, results of operations and financial condition."* on page 29.

5. Competition

The market wherein we operate is competitive, rapidly evolving and is characterised by frequent introductions of new and improved transformers, applications and technologies. We face competition from both domestic and multinational corporations. Competition in transformers is based on various factors, including pricing, product quality, technical capabilities, manufacturing capacity, delivery timelines, customer relationships, after-sales service, RDSO and other regulatory approval status, and the ability to meet evolving customer specifications and tender requirements. The Indian transformer industry faces intense competition from global players, particularly from China, who offer competitive pricing and advanced technology. Competition from 'Unorganised Players' is another challenge, as many small manufacturers are entering the market, increasing competition and putting pressure on prices. e.g. Competition from large international players who may have more resources than the Company may lead to price erosion which can lead to margin dilution in certain contracts *(Source: CRISIL Report)*. Our competitors may further, enter into business combinations or alliances that strengthen their competitive positions or prevent us from taking advantage by entering into such business combinations or alliances. Increasing competition may result in pricing pressures or decreasing profit margins or lost market share or failure to improve our market position, any of which could substantially harm our business and results of operations. We will be required to compete effectively with our existing and potential competitors, to maintain and grow our market share and in turn, our results of operations.

For further details in relation to the competition we face and our significant competitors, see *"Industry Overview" and "Our Business"* on pages 157 and 247, respectively.

6. Design, Certifications and Testing Capabilities

Our design, certifications and testing capabilities are significant factors affecting our results of operations. Our ability to design application-specific transformers in accordance with customer requirements across voltage class, load profile, energy loss specification and application conditions influences our product mix, customer acquisition, execution capabilities and margin profile, particularly in sectors such as railways, metro rail and complex industrial applications. Our in-house testing and certification infrastructure further supports product validation, customer qualification and participation in technically demanding segments. We maintain an in-house NABL-accredited test laboratory compliant with IS/IEC standards, which supports routine and type testing, including impulse and temperature rise tests. In addition, as of March 31, 2026, we had successfully conducted short-circuit tests for 32 ratings with recognised testing agencies such as ERDA, CPRI and NHPTL, and recently conducted a short-circuit test for transformers up to 160 MVA / 220 kV class, representing the highest capacity and voltage class of transformers manufactured by us to date. These capabilities support our ability to meet customer qualification requirements, expand participation across specialised application segments and improve development and execution timelines.

Our design capabilities also influence our cost structure and profitability. Through design optimisation, we seek to balance the use of CRGO steel and conductor materials while complying with prescribed performance and energy-loss specifications, which supports material efficiency and cost management. This, together with our increasing focus on higher-MVA transformers, contributed to a reduction in cost of goods sold as a percentage of revenue from operations from 81.24% in Fiscal 2024 to 61.43% in Fiscal 2025 and 56.99% in Fiscal 2026, and supported an increase in gross profit margin from 18.76% in Fiscal 2024 to 38.57% in Fiscal 2025 and 43.01% in Fiscal 2026. We had the highest gross profit margin in Fiscal 2026 of 43.01% and the second highest in Fiscal 2025 of 38.57% amongst all peers, underscoring our strong market positioning, execution capabilities, backward integration and cost efficiency. Further, their Gross Profit grew at a CAGR of 96.61% between Fiscal 2024 and Fiscal 2026, the second highest among all peers *(Source: CRISIL Report)*. Accordingly, our ability to continue improving design efficiency, maintain testing and qualification capabilities and increase the contribution of higher-value products may continue to affect our margins and results of operations.

NON-GAAP MEASURES

This Draft Red Herring Prospectus contains Certain Non-Generally Accepted Accounting Principles ("**Non-GAAP**") measures presented in this Draft Red Herring Prospectus such as Revenue from operations growth, Gross Profit, Gross Profit Margin, Operating EBITDA, Operating EBITDA Margin, PAT Margin, Net Debt, Net Debt to Total Equity, Net Det to Operating EBIDTA, Net Working Capital Days, Fixed Asset Turnover Ratio, Return on Average Equity (ROE) and Return on Average Capital Employed (ROCE) 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 our Non-GAAP Measures, see "*Risk Factors – We have included certain non-GAAP financial measures and certain statistical information related to our business, financial condition, results of operations and cash flows in this Draft Red Herring Prospectus. These non-GAAP financial measures and statistical information could vary from any standard methodology that is applicable across the transformer industry, and therefore may not be comparable with non-GAAP financial measures or statistical information of similar nomenclature computed and presented by other companies*" on page 67.

Material Accounting Policies

Set forth below is a summary of our most material accounting policies adopted in preparation of the Restated Consolidated Financial Information.

1 Corporate information

TMC Transformers (India) Limited (hereinafter referred to as "TMC" or "the Company" or "the Parent") is a public limited company domiciled and incorporated in India having its registered office at Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara-Halol Highway, Taluka - Waghodiya, Vadodara, Gujarat, India, 391510. The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on May 28, 2025 and consequently the name of the Company has changed to TMC Transformers (India) Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies on June 11, 2025. The Company is primarily engaged in manufacturing of oil-type and dry-type transformers.

The consolidated financial statements are prepared for the Company and its subsidiary - Anshuman Transpower System Private Limited (hereinafter referred to as "ATS" or "Subsidiary") - together referred to as the “Group”. ATS is primarily engaged in manufacturing CRGO core for transformers.

2 Accounting Policy Information

2A Basis of preparation

The restated consolidated financial information of the Company and its subsidiary (collectively, the “Group”) comprise of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024, Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Restated Consolidated Statement of Changes in Equity, and Restated Consolidated Statement of Cash Flows for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, Material Accounting Policies to the Restated Consolidated Financial Information, and Notes to the Restated Consolidated Financial Information (collectively, the “Restated Consolidated Financial Information”).

These Statements have been prepared by the Management of the Group as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("ICDR Regulations"), for the purpose of inclusion in the Draft Red Herring Prospectus (‘DRHP’) in connection with its proposed Initial Public Offering (“IPO”) of equity shares of face value of ₹ 10 each of the Company comprising a fresh issue of equity shares, in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the “Act”);

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”)

The Restated Consolidated Financial Information have been compiled by management from audited Special Purpose Consolidated Financial Statements of the Group as at March 31, 2026, March 31, 2025 and March 31, 2024 prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India to the extent applicable, and the presentation requirements of the Act which have been approved by the Board of Directors at their meeting held on June 30, 2026.

During the year ended March 31, 2026, the Company acquired 100% equity shareholding in ATS, an entity under common control, as described in Note 42 to the Restated Consolidated Financial Information. The acquisition has been accounted for as a business combination involving entities under common control in accordance with Appendix C to Ind AS 103, Business Combinations, using the pooling of interests method. Accordingly, the financial information for all periods presented has been restated as if the acquisition had occurred from April 1, 2023, being the beginning of the earliest period presented in the Restated Consolidated Financial Information.

Refer Note 44 for reconciliation of total equity and total comprehensive income as per the audited Special Purpose Consolidated Financial Statements as at and for the year ended March 31, 2026, March 31, 2025 and March 31, 2024; and total equity and total comprehensive income as per the Restated Consolidated Financial Information.

The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of special purpose consolidated financial statements as at and for the year ended March 31, 2026.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the audited Consolidated Financial Statements for the

years ended March 31, 2026.

The Group is engaged in manufacture and supply of transformers and related equipment, involving project-based contracts with varying completion timelines. Given the diverse nature of contracts undertaken, the operating cycle varies across projects and activities. Accordingly, in terms of paragraph 68 of Ind AS 1 'Presentation of Financial Statements', the operating cycle has been considered to be twelve months for the purpose of classification of assets and liabilities as current or non-current, in accordance with the criteria prescribed under Ind AS 1 and Schedule III to the Companies Act, 2013.

The Restated Consolidated Financial Information have been prepared on a historical cost convention on accrual basis, except for compulsory convertible preference shares which are measured at fair value through profit or loss. The restated consolidated financial information are presented in Indian Rupees ('₹') and all values are rounded to nearest million (₹ '000,000) upto two decimal places, except when otherwise indicated.

2B Material accounting policies

2B(a) Property, Plant and Equipment

The Group has elected to continue with the carrying values of all its property, plant and equipment recognised as at April 1, 2023, measured in accordance with the previous GAAP, and use such carrying values as the deemed cost of such assets on the date of transition to Ind AS in accordance with paragraph D7AA of Ind AS 101, First-time Adoption of Indian Accounting Standards. Property, plant and equipment comprise tangible assets and capital work-in-progress, excluding right-of-use assets recognised under Ind AS 116. Property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment includes its purchase price, including non-refundable taxes and duties, net of applicable tax credits, and any directly attributable costs incurred in bringing the asset to its working condition and location for its intended use. Cost also includes borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset and capitalised in accordance with the Group's accounting policy on borrowing costs. Capital work-in-progress comprises the cost of property, plant and equipment that are not yet ready for their intended use as at the reporting date.

Subsequent expenditure related to an item of property, plant and equipment is capitalised 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. All other repairs and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is recognised in the Statement of Profit and Loss in the period in which the asset is derecognised.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work-in-progress), less their estimated residual values, on a straight-line basis over their estimated useful lives. The useful lives are generally based on those prescribed under Schedule II to the Act, except where a different useful life is justified based on a technical assessment. Depreciation on property, plant and equipment commences when the asset is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. The estimated useful lives, residual values and depreciation method are reviewed at least at each financial year-end and adjusted prospectively, where appropriate, to reflect any changes in estimates.

Useful lives of each class of PPE as prescribed under Part C of Schedule II to the Act and adopted by the Group are as under:

Asset description	Useful life (years)
Computer	3
Furniture and fixtures	10
Office equipment	15
Plant and machinery	15
Vehicles	8

2B(b) Intangible Assets

The Group has elected to continue with the carrying values of its intangible assets recognised as at April 1, 2023, measured in accordance with the previous GAAP, and use such carrying values as their deemed cost on the date

of transition to Ind AS in accordance with paragraph D7AA of Ind AS 101.

Intangible assets are recognised at cost when it is probable that the future economic benefits attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are subsequently carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite useful lives are amortised on a straight-line basis over their estimated useful lives from the date they are available for use. The estimated useful lives, residual values and amortisation method are reviewed at each financial year-end and revised prospectively, where considered necessary.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition is recognised in the Statement of Profit and Loss.

The estimated useful lives of intangible assets are as follows:

Asset description	Useful life (years)
Computer software	3

2B(c) Impairment of non - financial assets

At each reporting date, the Group assesses whether there is any indication that a non-financial asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset or the cash-generating unit ("CGU") to which the asset belongs.

The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, an impairment loss is recognised in the Statement of Profit and Loss to the extent of the excess.

Value in use is determined based on the present value of the estimated future cash flows expected to arise from the continuing use of the asset or CGU and from its ultimate disposal.

At each reporting date, the Group assesses whether there is any indication that an impairment loss recognised in prior periods may no longer exist or may have decreased. If such indication exists, the recoverable amount is re-estimated. An impairment loss recognised in prior periods is reversed to the extent that the carrying amount of the asset does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised previously. Such reversal is recognised in the Statement of Profit and Loss.

2B(d) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of work-in-progress and finished goods, cost includes an appropriate allocation of fixed and variable production overheads based on normal operating capacity.

Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Scrap inventory is valued at net realisable value. The assessment of cost and net realisable value is made on an item-by-item basis, unless it is more appropriate to assess related items collectively.

Raw materials, components and other supplies 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. However, where a decline in the price of raw materials indicates that the cost of the finished products will exceed their net realisable value, such materials are written down to their net realisable value.

2B(e) Revenue recognition

Revenue is recognised when control of the promised goods or services is transferred to the customer in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue from the sale of transformers and other products is recognised at a point in time when control of the goods passes to the customer in accordance with the terms of the contract, which generally occurs upon dispatch or delivery of the goods. Revenue is measured at the transaction price, net of discounts, rebates, returns and other variable consideration, and excludes amounts collected on behalf of third parties such as goods and services tax.

Revenue from services is recognised over time or at a point in time depending on the nature of the performance obligation and the terms of the underlying contract.

Contract modifications and retrospective price revisions are accounted for in accordance with the requirements of Ind AS 115. Export incentives are recognized on accrual basis when there is reasonable assurance that the related conditions will be complied with and the incentives will be received.

2B(f) Other Income

Other income is recognised on an accrual basis when it is probable that the economic benefits associated with the transaction will flow to the Group and the amount of income can be measured reliably.

2B(g) Lease

At the inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group recognises a right-of-use asset and a corresponding lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost and subsequently measured at cost less accumulated depreciation and impairment losses, if any, and adjusted for certain remeasurements of the lease liability. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset.

The lease liability is initially measured at the present value of lease payments not paid at the commencement date, discounted using the interest rate implicit in the lease or, where that rate cannot be readily determined, the Group's incremental borrowing rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method and is remeasured when there is a change in future lease payments or a reassessment of lease-related options.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases with a lease term of 12 months or less and leases of low-value assets. Payments associated with such leases are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Lease payments towards principal amount of lease liabilities are classified as financing activities and interest paid thereon is classified in accordance with the Group's policy for interest paid in the Statement of Cash Flows.

2B(h) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset. Income earned on the temporary investment of specific borrowings pending their utilisation for qualifying assets is deducted from the borrowing costs eligible for capitalisation.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

2B(i) Employee benefits:

I. Defined Benefit Obligation Plans: Gratuity

The Group provides for gratuity, a defined benefit plan (the “Gratuity Plan”) covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment. The gratuity plans in respective group company is unfunded. The liability recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The respective group company’s liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited

to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Past-service costs are recognized immediately in profit or loss.

II. Defined Contribution Plans: Provident Fund and Employee State Insurance

Contribution towards provident fund and employee state insurance for employees is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the monthly contributions made.

III. Short-term obligations:

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized undiscounted during the period employee renders services. These benefits include salaries, wages, bonus, performance incentives, compensated absences, etc.

2B(j) Taxes on income

Income tax expense comprises current tax and deferred tax.

Current tax is measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the applicable tax laws and tax rates enacted or substantively enacted at the reporting date. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and credits can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax balances relate to income taxes levied by the same taxation authority on the same taxable entity, or different taxable entities that intend to settle current tax balances on a net basis.

2B(k) Financial Assets

(a) Cash and cash equivalent

Cash and cash equivalent comprise cash on hand, balances with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

For the purpose of the Statement of Cash Flows, cash and cash equivalents include bank overdrafts that are repayable on demand and form an integral part of the Group's cash management arrangements.

(b) Trade receivables:

Trade receivables represent the Group's right to consideration that is unconditional, other than the passage of time.

Trade receivables are recognised initially at transaction price and subsequently measured at amortised cost less allowance for expected credit losses. The Group applies the simplified approach prescribed under Ind AS 109 and recognises lifetime expected credit losses on trade receivables. Expected credit losses are estimated based on historical credit loss experience, adjusted for current and forward-looking information.

Trade receivables are written off when there is no reasonable expectation of recovery.

(c) Other financial assets at amortized cost

Financial assets are measured at amortised cost if they are held within a business model whose objective is to hold assets to collect contractual cash flows and the contractual terms of the assets give rise, on

specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate method, less impairment.

2B(l) Financial Liabilities:

(a) Financial guarantee contracts

Financial guarantee contracts issued by the Group are initially recognised at fair value and subsequently measured at higher of:

(i) the amount of loss allowance determined in accordance with Ind AS 109; and

(ii) the amount initially recognised less cumulative income recognised, where appropriate.

(b) Other liabilities

Financial liabilities are initially recognised at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. Subsequent to initial recognition, financial liabilities are measured at amortised cost using the effective interest rate method.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. Any resulting gain or loss is recognised in the Statement of Profit and Loss.

2B(m) Equity instruments

Equity instruments issued are recognised at the proceeds received, net of directly attributable transaction cost.

2B(n) Offsetting financial assets with financial liabilities

Financial assets and financial liabilities are offset and the net amount is presented in the Balance Sheet when, and only when, the Group has a legally enforceable right to offset the recognised amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2B(o) Earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is calculated by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding during the period for the effects of all dilutive potential equity shares.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus issues, that have changed the number of equity shares outstanding without a corresponding change in resources.

2B(p) Segment reporting

Operating segments are identified based on the internal reports regularly reviewed by the Chief Operating Decision Maker ("CODM") for allocating resources and assessing performance.

Segment results are measured using the same accounting policies as those used in the preparation of the restated consolidated financial information.

2B(q) Provisions and contingencies

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, or a present obligation that is not recognised because either the likelihood of an outflow of resources is not probable or the

amount of the obligation cannot be measured reliably.

Contingent assets are disclosed when an inflow of economic benefits is probable. Contingent assets are not recognised in the financial statements.

2B(r) Foreign currency transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing at the reporting date. Non-monetary items measured at historical cost are translated using the exchange rates at the date of the transaction, while non-monetary items measured at fair value are translated using the exchange rates at the date when the fair value is determined. Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

2B(s) Key accounting judgements, estimates and assumptions

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and related disclosures. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis and revisions to accounting estimates are recognised prospectively.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that could have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are described below:

(i) Determination of the estimated useful life of tangible assets:

Management reviews the estimated useful lives and residual values of property, plant and equipment at each reporting date. Useful lives are based on technical evaluation, historical experience, expected usage, operating conditions and technological developments.

(ii) Recognition and measurement of defined benefit obligations:

The cost of defined benefit plans and the present value of the related obligations are determined using actuarial valuations. The actuarial valuation involves assumptions relating to discount rates, future salary increases, mortality rates and employee attrition rates. Changes in these assumptions may have a material impact on the defined benefit obligations.

(iii) Recognition of deferred tax assets:

Deferred tax assets are recognised for deductible temporary differences, unused tax losses, unabsorbed depreciation and tax credits to the extent that it is probable that future taxable profits will be available against which such amounts can be utilised. The assessment of the probability of future taxable profits requires management judgement and is based on future business projections and other relevant factors.

(iv) Provisions and Contingent Liabilities

The Group exercises judgement in assessing whether a present obligation exists and in estimating the probability, timing and amount of any outflow of resources in respect of such obligations. These assessments are based on the facts and circumstances of each case, including available legal and professional advice, judicial precedents, contractual terms and applicable regulatory requirements. Changes in these assumptions and estimates may result in changes to the recognised provisions or contingent liability disclosures.

(v) Expected Credit Losses on Trade Receivables

The impairment allowance for trade receivables is based on the expected credit loss model. The Group estimates expected credit losses by considering historical credit loss experience, ageing of receivables, customer-specific factors and current and forecast economic conditions. Changes in these assumptions may impact the amount of impairment allowance recognised.

(vi) Revenue Recognition

The Group exercises judgement in identifying performance obligations and determining whether revenue is recognised at a point in time or over time. Such assessment is based on the terms of the underlying

contracts, including transfer of control, enforceable rights and the nature of the performance obligations. Changes in these assessments may affect the timing and amount of revenue recognised.

(vii) Fair Valuation of Financial Instruments

The fair value of certain financial instruments is determined using valuation techniques that involve significant assumptions and estimates. Changes in assumptions relating to discount rates, expected future cash flows, volatility and other valuation inputs may affect the carrying value of such financial instruments.

(viii) Impairment Assessment of Non-financial Assets

The Group assesses whether there are indicators of impairment of non-financial assets at each reporting date. Determining the recoverable amount involves estimates relating to future cash flows, growth rates and discount rates. Changes in these assumptions may affect the recoverable amount and the resulting impairment assessment.

2B(t) Business Combination

The consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiary. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity, in accordance with Ind AS 110 'Consolidated Financial Statements' notified under Section 133 of the Companies Act, 2013. The financial statements of the subsidiary are prepared for the same reporting period as the Company, using uniform accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method in accordance with Appendix C to Ind AS 103.

The assets and liabilities of the combining entities are recognised at their existing carrying amounts. The identity of reserves is preserved and they are reflected in the consolidated financial statements in the same form in which they appeared in the financial statements of the transferor entity.

The financial information in the consolidated financial statements is restated as if the business combination had occurred from the beginning of the preceding period presented in the financial statements, irrespective of the actual date of the combination. However, where the business combination occurs after the date on which common control was established, the combination is accounted for from the date on which common control was established.

The difference, if any, between the consideration transferred and the amount of share capital of the transferor entity is recognised in capital reserve.

2B(u) Recent Accounting Pronouncements

MCA notifies new standards or amendments to existing standards under the Companies (Indian Accounting Standards) Rules from time to time. During the year, MCA notified the Companies (Indian Accounting Standards) Amendment Rules, 2025 (GSR 291(E) dated 7 May 2025) and the Companies (Indian Accounting Standards) Second Amendment Rules, 2025 (dated 13 August 2025). The Company has assessed the impact of these amendments, which are effective from 1 April 2025, and has determined that they do not have a material impact on its financial statements.

Key components of our statement of Profit and Loss

Set forth below are the key components of our statement of profit and loss from our continuing operations:

Total Income

Our total income comprises of (i) revenue from operations; and (ii) other income.

Revenue from operations

Revenue from operations majorly comprises of revenue from (i) sale of products; (ii) sale of services and (iii) other operating revenue. The sale of products primarily comprises sale of manufactured goods such as oil-filled transformers, dry-type transformers and compact substation. The sale of services primarily comprises after sales services and repairs and maintenance work. Further, our revenue from operations also includes other operating revenue which comprises of sale of scrap, export benefits and recoveries towards incidental services.

Other income

Other income comprises of (i) interest income on fixed deposits with banks and others (ii) Foreign exchange fluctuation gain (net); and (iii) profit on sale of property, plant and equipment (net).

Expenses

Our expenses comprise (i) cost of materials consumed; (ii) changes in inventory of work-in-progress and finished goods; (iii) employee benefits expense; (iv) finance cost; (v) depreciation and amortization expense and (vi) other expenses.

Cost of materials consumed

Cost of materials comprises of opening stock of raw material, add purchase made during the year and less closing stock of raw material.

Changes in inventory of work-in-progress and finished goods

This expense line item comprises of inventories of work-in-progress, finished goods and scrap at the beginning and at the end of the year.

Employee benefits expense

Employee benefits expense comprises of (i) salaries and wages; (ii) defined benefit plan expense; (iii) contributions to provident and other funds; and (v) staff welfare expense.

Finance cost

Finance cost comprises of (i) interest expense on financial liabilities measured at amortized cost on banks; lease liabilities; interest on bill discounting and letter of credit and others and (ii) other finance costs.

Depreciation and amortization expense

Depreciation and amortization expense primarily comprise (i) depreciation on property, plant and equipment; (ii) amortization of intangible assets; and (iii) depreciation on right of use assets.

Other expenses

Other expenses comprises of labour charges, consumption of stores, spares and packing material, power and fuel, job work charges, testing charges, rent, rates and taxes, technical and certification charges, repairs and maintenance expenses of machinery and others, freight, clearing and forwarding, computer related expenses, legal and professional charges, commission expense, travelling and conveyance expense, vehicle running expense, warranty expense, advertisement and business promotion expense, liquidated damages, auditors' remuneration, director's sitting fees, printing and stationery expense, telephone and other communication expense, membership and subscription charges, loss on sale of property, plant and equipment (net), security service charges, insurance expense, provision for expected credit loss, CSR expense and other miscellaneous expenses.

Tax expense

Tax expense comprises of current tax expense, tax expense of earlier years and deferred tax expense.

Results of Operations

The following tables set forth our select financial data from our restated consolidated statement of profit and loss for Fiscal 2026, Fiscal 2025 and Fiscal 2024, the components of which are also expressed as a percentage of total income for such years:

(₹ in million, except otherwise states)

Particulars	Fiscals					
	2026		2025		2024	
	Amounts	% of Total Income	Amounts	% of Total Income	Amounts	% of Total Income
Income						
Revenue from operations	4,172.35	99.42	2,716.85	99.46	2,475.25	99.81
Other income	24.14	0.58	14.72	0.54	4.77	0.19
Total Income	**4,196.49**	**100.00**	**2,731.57**	**100.00**	**2,480.02**	**100.00**
Expenses:						
Cost of materials consumed	2,605.15	62.08	1,794.56	65.70	1,957.49	78.93

Particulars	Fiscals					
	2026		2025		2024	
	Amounts	% of Total Income	Amounts	% of Total Income	Amounts	% of Total Income
Changes in inventory of work-in-progress and finished goods	(227.46)	(5.42)	(125.62)	(4.60)	53.47	2.16
Employee benefits expense	184.79	4.40	147.83	5.41	73.84	2.98
Finance costs	48.04	1.14	30.89	1.13	18.91	0.76
Depreciation and amortization expense	25.76	0.61	20.68	0.76	7.08	0.29
Other Expenses	279.34	6.66	233.16	8.54	166.60	6.72
Total Expenses	**2,915.62**	**69.48**	**2,101.50**	**76.93**	**2,277.39**	**91.83**
Profit before Tax	1,280.87	30.52	630.07	23.07	202.63	8.17
Tax Expense						
Current tax expense	333.41	7.94	167.00	6.11	52.24	2.11
Tax expense of earlier years	(1.17)	(0.03)	-	0.00	0.32	0.01
Deferred tax expense	(8.49)	(0.20)	(3.38)	(0.12)	(0.92)	(0.04)
Total tax expense	**323.75**	**7.71**	**163.62**	**5.99**	**51.64**	**2.08**
Profit for the year	**957.12**	**22.81**	**466.45**	**17.08**	**150.99**	**6.09**

Fiscal 2026 compared with Fiscal 2025

Set forth below is a discussion of our results of operations, on the basis of amounts derived from Restated Consolidated Financial Information for Fiscal 2026 and Fiscal 2025.

Total Income

Our total income increased by 53.63%, from ₹ 2,731.57 million in Fiscal 2025 to ₹ 4,196.49 million in Fiscal 2026. Our total income comprises the following:

Revenue from operations

Our revenue from operations increased by 53.57%. from ₹ 2,716.85 million in Fiscal 2025 to ₹ 4,172.35 million in Fiscal 2026. The increase was primarily due to:

Revenue from sale of products: Our revenue from sale of products increased by 53.71%, from ₹ 2,700.17 million in Fiscal 2025 to ₹ 4,150.53 million in Fiscal 2026. The increase was primarily driven by higher sales of high rating transformers during Fiscal 2026, with our Company selling 14 transformers of the 100 MVA/132 kv class and 3 transformers of the 100 MVA/220 kv class category in Fiscal 2026 as compared to 4 transformers of the 100 MVA/132 kv class category in Fiscal 2025. Our Company also completed short circuit tests for 100 MVA/220 kV transformers during Fiscal 2026, further strengthening the product portfolio in the higher rating transformer segment. Further, the total MVA sold increased from 2,853.40 MVA in Fiscal 2025 to 4,659.59 MVA in Fiscal 2026, representing an increase of 63.30%. This has also led to an increase in realization per transformer, which increased from ₹ 4.15 million in Fiscal 2025 to ₹ 6.64 million in Fiscal 2026, representing an increase of 60.00%.

Revenue from sale of services: Our revenue from sale of services increased from ₹ 12.94 million in Fiscal 2025 to ₹ 17.15 million in Fiscal 2026 in the ordinary course of business.

Further, other operating revenue increased from ₹ 3.74 million in Fiscal 2025 to ₹ 4.67 million in Fiscal 2026, primarily due to an increase in scrap sales and export benefits in the ordinary course of business.

Other income

Our other income increased by 63.99% from ₹ 14.72 million in Fiscal 2025 to ₹ 24.14 million in Fiscal 2026. The increase was primarily attributable to an increase in foreign exchange fluctuation gain and interest income on fixed deposits with banks. Foreign exchange fluctuation gain increased from ₹ 2.25 million in Fiscal 2025 to ₹ 11.46 million in Fiscal 2026, primarily driven by higher foreign currency exposure consequent to the increase in export revenues, as well as exchange rate movements during Fiscal 2026. Export revenue increased by 316.25% from ₹ 165.31 million in Fiscal 2025 to ₹ 688.11 million in Fiscal 2026. Further, interest income on fixed deposits with banks increased from ₹ 11.38 million in Fiscal 2025 to ₹ 12.62 million in Fiscal 2026.

Expenses

Our total expenses increased by 38.74% from ₹ 2,101.50 million in Fiscal 2025 to ₹ 2,915.62 million in Fiscal 2026. The increase in our total expenses was primarily attributable to the following:

Cost of materials consumed

Our cost of materials consumed increased by 45.17 % from ₹ 1,794.56 million in Fiscal 2025 to ₹ 2,605.15 million in Fiscal 2026, primarily in line with the increase in revenue from operations over the same period.

The two largest raw material inputs in a transformer are CRGO electrical steel, which forms the magnetic core, and copper, which forms the windings. Together they typically account for ~50–60% of total material cost, largely equally split, varying by transformer type and rating. Both materials follow the same trend; consumption per MVA declines as transformer rating increases. Rated capacity scales up faster than the physical size of the active parts. As we move towards higher MVA and more complex transformer classes, the consumption of key raw materials such as CRGO electrical steel and copper does not increase proportionately with MVA output.

A 6.2 MVA oil-filled unit needs CRGO of ~300–500 kg/MVA versus ~500–800 kg/MVA for a 1.8 MVA unit *(Source: CRISIL Report)*. Moving from a ~2 MVA unit to a ~25 MVA unit reduces copper intensity by ~20–35% *(Source: CRISIL Report)*. Because CRGO and copper together drive 50–60% of material cost, their combined per-MVA decline is best read as a single active-material intensity trend. As rating rises, CRGO/MVA, copper/MVA and therefore total active material /MVA all decline, pulling down manufacturing cost per MVA *(Source: CRISIL Report)*. As a transformer manufacturer transitions from lower MVA to higher MVA products, lower active-material intensity (kg/MVA) driver increase in the material margin / gross profit margin for manufacturers *(Source: CRISIL Report)*.

The above was supported by a change in product mix towards higher MVA transformers during Fiscal 2026. The Company sold 17 transformers of the 100 MVA category in Fiscal 2026 as compared to 4 transformers in Fiscal 2025. Further, the MVA per transformer sold increased from 4.46 MVA in Fiscal 2025 to 7.54 MVA in Fiscal 2026 indicating a substantial increase in the average MVA of transformers sold during Fiscal 2026.

Changes in inventory of work-in-progress and finished goods

Changes in inventory of work-in-progress and finished goods for Fiscal 2026 was ₹ (227.46) million as compared to ₹ (125.62) million for Fiscal 2025. This was primarily driven by a closing work-in-progress inventory and finished goods in Fiscal 2026, on account of 1 (one) 160 MVA transformer and 2 (two) 100 MVA transformer – one each in 132 kv class, and 220 kv class under manufacturing as at year end and 1 (one) 100 MVA transformer as finished goods in 132 kv class. These transformers of 160 MVA were being produced by the company for the first time, and accordingly, no such comparable WIP inventory existed in Fiscal 2025.

Further, during Fiscal 2026, the Company witnessed a shift in its product mix towards higher MVA transformers. As a result, the closing finished goods inventory comprised a relatively higher proportion of large MVA transformers as compared to Fiscal 2025. Given the higher absolute raw material cost associated with larger MVA transformers, this change in mix also contributed to an increase in the value of closing finished goods inventory, thereby resulting in a higher change in inventory as compared to the Fiscal 2025.

Employee benefits expense

Our employee benefits expense increased by 25.00% from ₹ 147.83 million in Fiscal 2025 to ₹ 184.79 million in Fiscal 2026. This was primarily due to increase in (i) salaries and wages from ₹ 123.71 million in Fiscal 2025 to ₹ 146.89 million in Fiscal 2026 ; (ii) defined benefit plan expense from ₹ 1.00 million in Fiscal 2025 to ₹ 3.46 million in Fiscal 2026; (iii) contributions to provident and other funds from ₹ 3.32 million in Fiscal 2025 to ₹ 3.66 million in Fiscal 2026 and (iv) staff welfare expense from ₹ 19.80 million in Fiscal 2025 to ₹ 30.78 million in Fiscal 2026. The increase in our employee benefits expenses was mainly on account of increase in number of employees, from 152 employees as at Fiscal 2025 to 192 employees as at Fiscal 2026.

Depreciation and amortization expense

Our depreciation and amortization expense increased by 24.56% from ₹ 20.68 million in Fiscal 2025 to ₹ 25.76 million in Fiscal 2026. This was primarily due to increase in (i) depreciation on property, plant and equipment from ₹ 14.74 million in Fiscal 2025 to ₹ 17.85 million in Fiscal 2026 which was mainly on account of additions to the gross block of plant and machinery purchased amounting to ₹ 54.90 million in Fiscal 2026; (ii) depreciation on right of use assets from ₹ 5.91 million in Fiscal 2025 to ₹ 7.87 million in Fiscal 2026; and (iii) amortization of intangible assets from ₹ 0.03 million in Fiscal 2025 to ₹ 0.04 million in Fiscal 2026.

Finance costs

Our finance costs increased by 55.52% from ₹ 30.89 million in Fiscal 2025 to ₹ 48.04 million in Fiscal 2026.

This was primarily due to (i) increase in interest expense on financial liabilities availed from banks from ₹ 8.00 million in Fiscal 2025 to ₹ 15.65 million in Fiscal 2026 and interest on bill discounting and letter of credit from ₹ 2.47 million in

Fiscal 2025 to ₹ 9.73 million in Fiscal 2026 due to increase in total borrowings (excluding convertible instruments) from ₹ 206.97 million in Fiscal 2025 to ₹ 410.30 million in Fiscal 2026; (ii) increase in interest expense on lease liabilities from ₹ 11.84 million in Fiscal 2025 to ₹ 15.70 million in Fiscal 2026; and (iv) increase in other finance costs from ₹ 4.58 million in Fiscal 2025 to ₹ 5.08 million in Fiscal 2026 in the ordinary course of business.

These increases were partially offset by decrease in interest expense on vehicle loans from ₹ 4.00 million in Fiscal 2025 to ₹ 1.88 million in Fiscal 2026 due to decrease in vehicle loans from ₹ 20.73 million in Fiscal 2025 to ₹ 15.83 million in Fiscal 2026.

Other expenses

Our other expenses increased by 19.81 % from ₹ 233.16 million in Fiscal 2025 to ₹ 279.34 million in Fiscal 2026. This was primarily due to increase in (i) labour charges from ₹ 59.73 million in Fiscal 2025 to ₹ 68.24 million in Fiscal 2026 in the ordinary course of business; (ii) warranty expense from ₹ 9.90 million in Fiscal 2025 to ₹ 15.16 million in Fiscal 2026; (iii) liquidated damages from Nil in Fiscal 2025 to ₹ 11.55 million in Fiscal 2026, was primarily due to delay in delivery of transformers; (iv) loss on sale of property, plant and equipment (net) from Nil in Fiscal 2025 to ₹ 3.92 million in Fiscal 2026; and (v) freight, clearing and forwarding charges from ₹ 42.65 million in Fiscal 2025 to ₹ 89.35 million in Fiscal 2026 in line with the increase in our Revenue from Operations.

These increases were partially offset by decrease in (i) testing charges from ₹ 37.94 million in Fiscal 2025 to ₹ 5.48 million in Fiscal 2026 due to testing of transformers such as 100 MVA/132 kv class during Fiscal 2025 whereas in Fiscal 2026, majorly transformers of 100 MVA/220 kv class category was under testing; (ii) rent, rates and taxes from ₹ 25.53 million in Fiscal 2025 to ₹ 11.70 million in Fiscal 2026 due to (a) purchase of plant & machinery from United Insulation Industries (a proprietorship firm of our Promoter) which was previously rented, and (b) accounting of rented land and shed taken on lease as a Right of Use Asset with a corresponding lease liability in accordance with IND AS 116, with effect from July 2024; (iii) provision for expected credit loss from ₹ 2.53 million in Fiscal 2025 to ₹ 0.32 million in Fiscal 2026 and (iv) other miscellaneous expenses from ₹ 6.76 million in Fiscal 2026 to ₹ 4.41 million in Fiscal 2026.

Profit before tax

For the reasons discussed above, profit before tax was increased by 103.29% from ₹ 630.07 million in Fiscal 2025 to ₹ 1,280.87 million in Fiscal 2026.

Tax expense

Total tax expense increased by 97.87% from ₹ 163.62 million in Fiscal 2025 to ₹ 323.75 million in Fiscal 2026. The increase in tax expense is due to increase in (i) current tax expense from ₹ 167.00 million in Fiscal 2025 to ₹ 333.41 million in Fiscal 2026; (ii) tax expense of earlier years from Nil in Fiscal 2025 to ₹ (1.17) million in Fiscal 2026 and (iii) deferred tax expense from ₹ (3.38) million in Fiscal 2025 to ₹ (8.49) million in Fiscal 2026.

Profit for the year

Our profit for the year increased by 105.19% from ₹ 466.45 million in Fiscal 2025 to ₹ 957.12 million in Fiscal 2026 due to the factors mentioned hereinabove.

Fiscal 2025 compared with Fiscal 2024

Set forth below is a discussion of our results of operations, on the basis of amounts derived from Restated Consolidated Financial Information for Fiscal 2025 and Fiscal 2024.

Total Income

Our total income increased by 10.14%, from ₹ 2,480.02 million in Fiscal 2024 to ₹ 2,731.57 million in Fiscal 2025. Our total income comprises the following:

Revenue from operations

Our revenue from operations increased by 9.76 %, from ₹ 2,475.25 million in Fiscal 2024 was to ₹ 2,716.85 million in Fiscal 2025. This was primarily due to increase in revenue from sale of products.

Revenue from sale of products increased from ₹2,463.61 million in Fiscal 2024 to ₹2,700.17 million in Fiscal 2025, primarily due to the introduction of the 100 MVA/132 kV class transformer category during Fiscal 2025. Our Company obtained the short circuit test certifications for 100 MVA/132 kV during the year Fiscal 2025 that enabled our Company to sell 4 units of 100 MVA/132 kv class transformers in Fiscal 2025 as compared to Nil in Fiscal 2024. Further, realization

per transformer increased from ₹ 3.66 million in Fiscal 2024 to ₹4.15 million in Fiscal 2025. In addition, total MVA sold increased from 2,487.07 MVA in Fiscal 2024 to 2,853.40 MVA in Fiscal 2025, representing an increase of 14.73%.

Revenue from sale of services increased from ₹9.00 million in Fiscal 2024 to ₹12.94 million in Fiscal 2025, primarily on account of services rendered in the ordinary course of business.

Further, other operating revenue increased from ₹2.64 million in Fiscal 2024 to ₹3.74 million in Fiscal 2025, primarily due to higher export incentives received in the ordinary course of business.

Other income

Our other income increased by 208.60 % from ₹ 4.77 million for Fiscal 2024 to ₹ 14.72 million in Fiscal 2025. This was primarily due to increase in (i) interest income on fixed deposits with banks from ₹ 0.98 million in Fiscal 2024 to ₹ 11.38 million in Fiscal 2025 due to increase in total fixed deposits with banks from ₹ 15.84 million in Fiscal 2024 to ₹ 185.74 million in Fiscal 2025 and (ii) profit on sale of property, plant and equipment (net) from Nil in Fiscal 2024 to ₹ 1.03 million in Fiscal 2025. This was partially offset by decrease in foreign exchange fluctuation gain (net) from ₹ 3.73 million in Fiscal 2024 to ₹ 2.25 million in Fiscal 2025.

Expenses

Our total expenses decreased by 7.72 % from ₹ 2,277.39 million in Fiscal 2024 to ₹ 2,101.50 million in Fiscal 2025. The decrease in our total expenses was primarily attributable to the following:

Cost of materials consumed

Our cost of materials consumed decreased by 8.32%, from ₹ 1,957.49 million in Fiscal 2024 to ₹ 1,794.56 million in Fiscal 2025 as compared to an increase of 9.76% in revenue from operations from ₹ 2,475.25 million in Fiscal 2024 to ₹ 2,716.85 million in Fiscal 2025.

This was primarily attributable to a favourable change in product mix and improved material cost efficiency during Fiscal 2025. In particular, Fiscal 2025 witnessed the introduction and sale of 100 MVA/132 kV class transformers, following receipt of the requisite short circuit test certification, as compared to nil sales in such category in Fiscal 2024. Although total MVA sold increased by 14.73% from 2,487.07 MVA in Fiscal 2024 to 2,853.40 MVA in Fiscal 2025, the Company benefited from better material usage efficiencies associated with higher MVA transformers, resulting in a reduction in cost of materials consumed despite higher revenues. As we move towards higher MVA and more complex transformer classes, the consumption of key raw materials such as CRGO electrical steel and copper does not increase proportionately with MVA output. A 6.2 MVA oil-filled unit needs CRGO of ~300–500 kg/MVA versus ~500–800 kg/MVA for a 1.8 MVA unit *(Source: CRISIL Report)*. Moving from a ~2 MVA unit to a ~25 MVA unit reduces copper intensity by ~20–35% *(Source: CRISIL Report)*. Because CRGO and copper together drive 50–60% of material cost, their combined per-MVA decline is best read as a single active-material intensity trend. As rating rises, CRGO/MVA, copper/MVA and therefore total active material /MVA all decline, pulling down manufacturing cost per MVA *(Source: CRISIL Report)*. As a transformer manufacturer transitions from lower MVA to higher MVA products, lower active-material intensity (kg/MVA) driver increase in the material margin / gross profit margin for manufacturers *(Source: CRISIL Report)*. For further details, see *"Our Business- Our Strengths- Established transformer manufacturer with a demonstrated transition towards higher MVA / kV classes, supporting improved margins and customer profile"* on page 252.

Additionally, the reduction in our cost of materials was also due to decrease in the consumption of copper and a corresponding increase in the consumption of aluminium, which resulted in a lower cost of materials consumed in the manufacture of transformers, as the cost of aluminium was approximately 60% lower than that of copper in Fiscal 2025; and (b) a reduction in the cost of Cold Rolled Grain Oriented ("**CRGO**") electrical steel procured. The average cost of acquisition of CRGO electrical steel decreased by approximately 12% in Fiscal 2025 as compared to Fiscal 2024.

Changes in inventories of finished and work-in-progress

Changes in inventory of work-in-progress and finished goods for the Fiscal 2025 was ₹ (125.62) million as compared to ₹ 53.47 million for Fiscal 2024. This was primarily driven by a higher closing work-in-progress inventory in Fiscal 2025, on account of 100 MVA/132 kv class transformers under manufacturing as at year end. These transformers were being produced in this rating category for the first time, and accordingly, no such comparable WIP inventory existed in Fiscal 2024.

Further, during Fiscal 2025, the Company witnessed a shift in its product mix towards higher MVA transformers. As a result, the closing finished goods inventory comprised a relatively higher proportion of large MVA transformers as compared to Fiscal 2024. Given the higher absolute raw material cost associated with larger MVA transformers, this change in mix also contributed to an increase in the value of closing finished goods inventory, thereby resulting in a higher change in inventory as compared to the Fiscal 2024.

Employee benefits expense

Our employee benefits expense was increased by 100.20% from ₹ 73.84 million for Fiscal 2024 to ₹ 147.83 million in Fiscal 2025. This was primarily due to increase in (i) salaries and wages from ₹ 58.34 million in Fiscal 2024 to ₹ 123.71 million in Fiscal 2025; (ii) defined benefit plan expense from₹ 0.74 million in Fiscal 2024 to ₹ 1.00 million in Fiscal 2025; (iii) contributions to provident and other funds from ₹ 2.47 million in Fiscal 2024 to ₹ 3.32 million in Fiscal 2025 and (iv) staff welfare expense from ₹ 12.29 million in Fiscal 2024 to ₹ 19.80 million in Fiscal 2025. The increase in our employee benefits expenses was primarily attributable to: (a) an increase in the number of employees from 138 as at the end of Fiscal 2024 to 152 as at the end of Fiscal 2025, reflecting the Company's continued investment in human capital to support its expanding operational requirements and business growth; and (b) the commencement of managerial remuneration to our Promoter Director, Hriday Narayan R Shukla with effect from Fiscal 2025, consistent with the increasing operational scale, organizational maturity and sustained profitability of our Company.

Depreciation and amortization expense

Our depreciation and amortization expense increased by 192.09% from ₹ 7.08 million in Fiscal 2024 to ₹ 20.68 million for Fiscal 2025. This was primarily due to increase in (i) depreciation on property, plant and equipment from ₹ 7.07 million in Fiscal 2024 to ₹ 14.74 million in Fiscal 2025 which was mainly on account of additions to the gross block of plant & machinery amounting to ₹ 30.10 million and vehicles amounting to ₹ 26.81 million; (ii) amortization of intangible assets from ₹ 0.01 million in Fiscal 2024 to ₹ 0.03 million in Fiscal 2025; and (iii) depreciation on right of use assets from ₹ Nil in Fiscal 2024 to ₹ 5.91 million in Fiscal 2025 which was mainly accounting of land and shed taken on lease as a Right of Use Asset with a corresponding lease liability in accordance with IND AS 116, with effect from July 2024.

Finance costs

Our finance costs expense increased by 63.35% from ₹ 18.91 million for Fiscal 2024 to ₹ 30.89 million in Fiscal 2025. This was primarily due to increase in interest expense on financial liabilities measured at amortized cost of availed from (i) banks from ₹ 5.85 million in Fiscal 2024 to ₹ 8.00 million in Fiscal 2025 due to increase in average utilization of borrowings in the ordinary course of business ; (ii) lease liabilities from Nil in Fiscal 2024 to ₹ 11.84 million in Fiscal 2025, pursuant to accounting of land and shed taken on lease as a Right of Use Asset with a corresponding lease liability in accordance with IND AS 116, with effect from July 2024; (iii) interest on bill discounting and letter of credit from ₹ 2.22 million in Fiscal 2024 to ₹ 2.47 million in Fiscal 2025 due to increase in letter of credit backed sales transactions and (iv) others from ₹ 3.44 million in Fiscal 2024 to ₹ 4.00 million in Fiscal 2025, in the ordinary course of business.

These increases were partially offset by decrease in other finance costs from ₹ 7.40 million in Fiscal 2024 to ₹ 4.58 million in Fiscal 2025, as Company incurred mortgage related charges in connection with renewal of cash credit limits in Fiscal 2024, which was not incurred in Fiscal 2025.

Other expenses

Our other expense increased by 39.95% from ₹ 166.60 million in Fiscal 2024 to ₹ 233.16 million in Fiscal 2025.This was primarily due to increase in (i) labour charges from ₹ 38.80 million in Fiscal 2024 to ₹ 59.73 million in Fiscal 2025 in the ordinary course of business; (ii) testing charges from ₹ 17.68 million in Fiscal 2024 to ₹ 37.94 million which was on account of testing of multiple categories of transformers including 100 MVA/132 kv class and the others during Fiscal 2025**;** (iii) rent, rates and taxes from ₹ 5.59 million in Fiscal 2024 to ₹ 25.53 million in Fiscal 2025 which was on account of revision of lease payment with effect from Fiscal 2025 in respect of land and shed on which Transformer Manufacturing Facility and our Registered Office is situated being Survey No. 26 1/2 Part B, Village - Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, Vadodara-391510, Gujarat, India leased by United Insulation Industries (a proprietorship firm of our Promoter) to our Company at prevailing market rates; (iv) CSR expense from ₹ 0.74 million in Fiscal 2024 to ₹ 2.30 million in Fiscal 2025; and (v) other miscellaneous expenses from ₹ 4.20 million in Fiscal 2024 to ₹ 6.76 million in Fiscal 2025 in the ordinary course of business.

These increases were partially offset by decrease in (i) power and fuel from ₹ 4.41 million in Fiscal 2024 to ₹ 3.53 million in Fiscal 2025; (ii) travelling and conveyance expense from ₹ 4.71 million in Fiscal 2024 to ₹ 2.41 million in Fiscal 2025; (iii) warranty expense from ₹ 11.18 million in Fiscal 2024 to ₹ 9.90 million in Fiscal 2025; (iv) loss on sale of property, plant and equipment (net) from ₹ 0.03 million in Fiscal 2024 to Nil in Fiscal 2025 and (v) provision for expected credit loss from ₹3.39 million in Fiscal 2024 to ₹ 2.53 million in Fiscal 2025.

Profit before tax

For the reasons discussed above, profit before tax was increased by 210.95% from ₹ 202.63 million in Fiscal 2024 to ₹ 630.07 million in Fiscal 2025.

Tax expense

Total tax expense was increased by 216.85% from ₹ 51.64 million in Fiscal 2024 to ₹ 163.62 million in Fiscal 2025.The increase in tax expense is due to increase in (i) current tax expense from ₹ 52.24 million in Fiscal 2024 to ₹ 167.00 million in Fiscal 2025; (ii) tax expense of earlier years from ₹ 0.32 million in Fiscal 2024 to ₹ Nil million in Fiscal 2025 and (iii) deferred tax expense from ₹ (0.92) million in Fiscal 2024 to ₹ (3.38) million in Fiscal 2025.

Profit for the year

Our profit for the year increased by 208.93 % from ₹ 150.99 million in Fiscal 2024 to ₹ 466.45 million in Fiscal 2025 due to the factors mentioned hereinabove

Liquidity and Capital Resource

We finance our operations and capital requirements primarily through cash flows from operations and borrowings under credit facilities from certain banks. We have historically met our liquidity requirements through the cash flow generated through our business operations. We expect to meet our working capital needs and liquidity requirements for the next 12 months primarily from the proceeds of the Issue, cash flows from our business operations and borrowings, as determined by the management.

Cash Flows

The following table sets forth certain information relating to our cash flows in the period indicated:

(₹ in million)

Particulars	Fiscals		
	2026	2025	2024
Net cash (used in)/ generated from operating activities	(98.19)	212.57	112.91
Net cash (used in)/generated from investing activities	(851.05)	(253.46)	(77.94)
Net cash (used in)/generated from financing activities	999.14	(46.25)	76.57
Net changes in cash and cash equivalent	49.90	(87.14)	111.54

Operating Activities

Fiscal 2026

In the Fiscal 2026, net cash used in operating activities was ₹ (98.19) million. Though our profit before tax was ₹ 1,280.87 million, our operating profit before working capital changes was ₹ 1,340.13 million, primarily due to depreciation and amortization expenses of ₹ 25.76 million, (profit) / loss on sale of property, plant and equipment of ₹ 3.92 million, interest income on fixed deposits ₹ (12.62) million, interest on working capital and trade finance arrangements of ₹ 25.38 million, interest on vehicle loans of ₹ 1.88 million, unrealised foreign exchange fluctuation gain (net) of ₹ (1.08) million, interest on lease liability of ₹ 15.70 million, provision for expected credit loss of ₹ 0.32 million.

This was further adjusted for working capital changes, which primarily consisted increase in trade receivables of ₹ (373.69) million, increase in inventories of ₹ (820.79) million, decrease in financial assets of ₹ 0.10 million, increase in current assets of ₹ (125.13) million, increase in trade payables of ₹ 192.74 million, increase in other liabilities and provisions of ₹ 77.31 million.

Fiscal 2025

In the Fiscal 2025, net cash generated from operating activities was ₹ 212.57 million. Though our profit before tax was ₹ 630.07 million, our operating profit before working capital changes was ₹ 664.45 million, primarily due to depreciation and amortization expenses of ₹ 20.68 million, (profit) / loss on sale of property, plant and equipment of ₹ (1.03) million, interest income on fixed deposits ₹ (11.38) million, interest on working capital and trade finance arrangements of ₹ 8.00 million, interest on vehicle loans of ₹ 4.00 million, unrealised foreign exchange fluctuation gain (net) of ₹ (0.26) million, interest on lease liability of ₹ 11.84 million, provision for expected credit loss of ₹ 2.53 million.

This was further adjusted for working capital changes, which primarily consisted increase in trade receivables of ₹ (285.37) million, increase in inventories of ₹ (149.78) million, increase in financial assets of ₹ (0.07) million, increase in current assets of ₹ (14.70) million, increase in trade payables of ₹ 109.77 million, increase in other liabilities and provisions of ₹ 16.37 million.

Fiscal 2024

In the Fiscal 2024, net cash generated from operating activities was ₹ 112.91 million. Though our profit before tax was ₹ 202.63 million, our operating profit before working capital changes was ₹ 221.41 million, primarily due to depreciation and amortization expenses of ₹ 7.08 million, (profit) / loss on sale of property, plant and equipment is Nil, interest income

on fixed deposits ₹ (0.98) million, interest on working capital and trade finance arrangements of ₹ 5.85 million, interest on vehicle loans of ₹ 3.44 million, unrealised foreign exchange fluctuation gain (net) is Nil, interest on lease liability of Nil, and provision for expected credit loss of ₹ 3.39 million. This was further adjusted for working capital changes, which primarily consisted increase in trade receivables of ₹ (353.92) million, decrease in inventories of ₹ 57.99 million, increase in financial assets of ₹ (11.29) million, decrease in current assets of ₹ 25.23 million, increase in trade payables of ₹ 124.43 million, increase in other liabilities and provisions of ₹ 102.02 million.

Investing Activities

Fiscal 2026

In the Fiscal 2026, net cash used in investing activities was ₹ (851.05) million primarily due to purchase of property, plant and equipment and intangible assets of ₹ (260.27) million, sale proceeds of property, plant and equipment and intangible assets of ₹ 1.43 million, investment in term deposits (net) of ₹ (602.59) million and interest received of ₹ 10.38 million.

Fiscal 2025

In the Fiscal 2025, net cash used in investing activities was ₹ (253.46) million primarily due to purchase of property, plant and equipment and intangible assets of ₹ (132.13) million, sale proceeds of property, plant and equipment and intangible assets of ₹ 39.13 million, investment in term deposits (net) of ₹ (169.90) million and interest received of ₹ 9.44 million.

Fiscal 2024

In the Fiscal 2024, net cash used in investing activities was ₹ (77.94) million primarily due to purchase of property, plant and equipment and intangible assets of ₹ (88.61) million, sale proceeds of property, plant and equipment and intangible assets of ₹ 6.86 million, investment in term deposits (net) of ₹ 2.94 million and interest received of ₹ 0.87 million.

Financing Activities

Fiscal 2026

In the Fiscal 2026, net cash generated from financing activities was ₹ 999.14 million primarily due to proceeds from / (repayment of) borrowings (net) of ₹ 203.33 million, proceeds from issue of compulsory convertible preference shares of ₹ 763.87 million, lease liabilities paid of ₹ (16.80) million, interest, commitment and finance charges paid of ₹ (27.26) million, proceeds from issue of fully-paid equity shares (net) of ₹ 76.00 million.

Fiscal 2025

In the Fiscal 2025, net cash used in financing activities was ₹ (46.25) million primarily due to proceeds from / (repayment of) borrowings (net) of ₹ (21.65) million, lease liabilities paid of ₹ (12.60) million, and interest, commitment and finance charges paid of ₹ (12.00) million.

Fiscal 2024

In the Fiscal 2024, net cash generated from financing activities was ₹ 76.57 million primarily due to proceeds from / (repayment of) borrowings (net) of ₹ 85.86 million and interest, commitment and finance charges paid of ₹ (9.29) million.

Financial Indebtedness

As of April 30, 2026, we had outstanding indebtedness of ₹ 636.20 million. The following table sets forth certain information relating to our outstanding indebtedness as of April 30, 2026:

(in ₹ in million)

Category of borrowing	Sanctioned Amount (to the extent applicable) as of April 30, 2026**	Outstanding amount as of April 30, 2026@
Secured Borrowing		
Fund based facilities		
Overdraft/ Working Capital Facilities/ Cash Credit#*^$	912.40	374.05
Term loans	33.80	23.35
Total Fund based Borrowings (A)	**946.20**	**397.40**
Non-Fund based facilities		
Letter of credit/ Bank Guarantee@	1,354.62	199.99
Total Non-Fund based Borrowings (B)	**1,354.62**	**199.99**
Unsecured Borrowings		
Letter of Credit	200.00	38.81
Total Unsecured Borrowings (C)	**200.00**	**38.81**
Total borrowings (A)+(B) +(C)	**2,500.82**	**636.20**

Notes:-

[#] ICICI Bank has sanctioned a total fund based cash credit limit of ₹350.00 million consisting of non-fund based sub limits in form of bank guarantee of ₹100.00 million and letter of credit of ₹100.00 Millions. Out of the aforesaid mentioned total sanctioned limit of ₹350.00 million, only ₹150.00 million has been disbursed.

** FD OD facility amounting to ₹142.40 million availed from ICICI Bank (included in working capital facilities under secured fund-based facilities) was closed on May 26, 2026.*

^ The cash credit facility obtained from HDFC Bank for Rs. 250.00 million has expired and Company is not utilising this facility as on the cut-off date. Further, Company is currently in discussion with the HDFC Bank for renewing the credit facility.

[@]The non- fund based limit of the HDFC Bank amounting to ₹50.00 million consists of bank guarantee & letter of credit limits.

$In August 2025, the subsidiary has revised its credit facilities availed from HDFC Bank Ltd from ₹ 535.00 million to ₹ 50.00 million

[**]As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.

For further details on our indebtedness, see section titled "*Financial Indebtedness*" on page 397.

Contingent Liability and Capital Commitments

Contingent Liability

The following table sets forth certain information relating to our contingent liabilities disclosed in the Restated Consolidated Financial Information:

(₹ in million)

Particulars		Fiscals		
		2026	2025	2024
1.	Claims against the company not acknowledged as due:			
a.	Income-tax	-	-	1.18
b.	Goods and Services tax	-	-	-
c.	Customs duty	-	-	-
d.	Other Matters	-	-	-

Capital and other commitments

The following table sets forth certain information relating to our capital commitments as disclosed in the Restated Consolidated Financial Information:

(₹ in million)

Particulars	Fiscals		
	2026	2025	2024
Estimated value of contracts pending execution on the capital account and not provided for	354.00	4.05	0.97

Off balance sheet arrangement

As on the date of this Draft Red Herring Prospectus, there are no off-balance sheet arrangements as per the Restated Consolidated Financial Information.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions, see section titled "*Summary of Related Party Transactions*" on page 87

Quantitative and qualitative analysis of market risks

The Company's principal financial liabilities comprises of borrowings, compulsory convertible preference shares, trade payables and other payables. Company uses short term bank facilities in the form of cash credit facilities with the bank. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents, other bank balances and other financial assets that derive directly from its operations.

The Company has an effective risk management framework which helps the Board to monitor the risks and controls in key business processes. In order to minimise any adverse effects on the bottom line, the Company takes various mitigation measures such as credit control.

Credit Risk

Credit risk is the risk that counter party will not meet its obligation leading to a financial loss. The Company is exposed to credit risk arising from its operating activities primarily from trade receivables and from financing activities primarily relating to parking of surplus funds as term deposits with bank. The Company considers probability of default upon initial

recognition of assets and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. This assessment is based on available information and the business environment.

It considers reasonable and supportive forwarding-looking information such as:

i. Actual or expected significant adverse changes in business;

ii. Actual or expected significant changes in the operating results of the counterparty;

iii. Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;

iv. Significant increase in credit risk on other financial instruments of the same counterparty.

Liquidity risk

Liquidity risk is the risk that the company may encounter difficulty in meeting its obligations. The Company prepares a detailed Annual Operating Plan (AOP) to assess both short term as well as long term fund requirements. Detailed month-wise cash flow forecast is also carried out to determine the working capital and other long term fund requirements. The company funds both these requirements through internal accruals.

The Company has access to various fund and non-fund based bank financing facilities. The amount of unused borrowing facilities (fund and non-fund based) available for future operating activities and to settle commitments as at close of Fiscal year 2026 is ₹ 1,253.93 million (Fiscal year 2025: ₹ 1012.87 million) (Fiscal year 2024: ₹ 416.87 million).

Market Risk

The Company's business activities are exposed to a variety of financial risks, namely:

a. interest rate risk;

b. currency risk; and

c. other price risk (commodity risk)

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below:

a. Other Price Risk (Commodity Risk)

The primary commodity price risk that the company is exposed to include the price variations in the price of Copper and Cold Rolled Grain Oriented Steel ("CRGO") electrical steel. The mentioned components form a major part of manufacturing of Transformers. The prices of these commodities lead to increase/ decrease in the cost of Transformers. The Company has a robust framework and governance mechanism in place to ensure that the organisation is adequately protected from the market volatility in terms of price and availability.

b. Currency Risk

The Company is subject to the risk that changes in foreign currency values impact the Company's exports revenue and imports of raw material and property, plant and equipment. The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar and Euro. Considering limited exposure to the currency risk, there is no formal policy to hedge foreign currency risk. The management will reconsider this stance when the transactions in foreign currency scale up in future.

c. 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. 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.

Company's interest rate risk arises from borrowings - both long-term and working capital facilities - and term deposits. Company has long term borrowings as well as term deposits at fixed rate of interest. For floating rate

liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period, was outstanding for the whole year.

Significant Dependence on a single or few suppliers or customers

Except as disclosed in this Draft Red Herring Prospectus, particularly in *"Risk Factors"* and *"Our Business"* on pages 22 and 247, respectively, there is no dependence on a single or few customers or suppliers.

Unusual or infrequent events or transactions

To our knowledge there have been no transactions or events which, in our judgment, would be considered unusual or infrequent.

Significant Economic Changes

Except as disclosed in this section and the sections of this Draft Red Herring Prospectus titled *"Risk Factors"* and *"Industry Overview"* on pages 22 and 157, respectively, there have been no significant economic changes that materially affected or are likely to affect our Company's income from operations.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Our business has been subjected, and we expect it to continue to be subjected, to the trends identified above in *"Management's Discussion and Analysis of Financial Conditions and Result of Operations*" and the uncertainties described in *"Risk Factors"*, on pages 365 and 22, respectively. Further, except as disclosed 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 our revenues.

Future changes in relationship between cost and revenue

Except as disclosed in "*Risk Factors", "Our Business" and above in "Management's Discussion and Analysis of Financial Conditions and Result of Operations"* on pages 22, 247 and 365, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

Extent to which material increases in net sales or revenue from operations are due to increased sales volume, introduction of new products or services, or increased sale prices

Changes in revenue from operations are as described in *"Management's Discussion and Analysis of Financial Conditions and Result of Operations - Significant Factors Affecting our Results of Operations"* on page 370, "*Management's Discussion and Analysis of Financial Conditions and Result of Operations – Fiscal 2026 compared with Fiscal 2025"* on page 384 and *"Management's Discussion and Analysis of Financial Conditions and Result of Operations – Fiscal 2025 compared with Fiscal 2024"* on page 386.

Total turnover of each major industry segment

For the Fiscals 2026, 2025 and 2024, we operated in only a single reportable segment.

New Products or Business Verticals

Except as set out in this section and in the section titled *"Our Business"* on page 247, there are no new products or business verticals, categories or sectors in which we operate that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Seasonality of Business

Our business in the transformer manufacturing industry is subject to seasonal and period-to-period fluctuations. Demand for transformers, particularly from EPC contractors and industrial customers, is linked to the progress of construction, electrification and project execution activities. During the monsoon or rainy season, construction and site activities in many regions are often slowed, disrupted or temporarily suspended, which may delay project implementation, installation and commissioning schedules and, consequently, the requirement for transformers. For further details see the section titled "*Risk Factors – Our business is subject to seasonal fluctuations, and 65.14%, 59.65% and 69.74% of our total MVA sold in second half of Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. Any slowdown or delay in construction and project execution activities, including the EPC contractor and industrial customers during the monsoon or rainy season or due to adverse weather conditions, may lead to delay in dispatches and may also adversely affect demand for our products, inventory levels, thereby impacting our business cash flows and results of operations." on page* 57.

Competitive Conditions

We operate in a competitive environment. For further details on our industry and competition that we face in our business, see the sections titled *"Industry Overview", "Our Business"*, and *"Risk Factors"* on pages 157, 247 and 22 respectively.

Changes in Accounting Policies

There have been no changes in our accounting policies during the Fiscals 2026, 2025 and 2024.

Summary of reservation, qualifications, adverse remarks and emphasis of matters

Except the stated below, there are no reservations, qualifications and adverse remarks included by the auditors in the Restated Consolidated Financial Information during the Fiscals 2026, 2025 and 2024:

Below are the details of the emphasis of matter and CARO observations as included in our auditor's reports:

Period/Year	Nature of Observation	Details of Observations	Company's response to observations, including any corrective measures	Impact on the financial statements and financial position of the Company
Special purpose consolidated financial statements as at and for the years ended March 31, 2026, March 31, 2025 and March 31, 2024	Emphasis of Matter	We draw attention to Note 2A to the accompanying Special Purpose Consolidated Financial Statements, which describes the basis of their preparation, including the accounting treatment of the acquisition of Anshuman Transpower System Private Limited under common control and the retrospective restatement of financial information. The accompanying Special Purpose Consolidated Financial Statements have been prepared solely for the purpose of preparation of the Restated Consolidated Financial Information proposed to be included in the Draft Red Herring Prospectus in connection with the proposed Initial Public Offering of equity shares of the Company. Accordingly, these Special Purpose Consolidated Financial Statements may not be suitable for any other purpose. Our opinion is not modified in respect of this matter.	NA	NA

Observations under Companies Auditor's Reports Order, 2020 are as below:

Auditor's Comment in Annexure to Auditors' Report on the standalone financial statements of the Parent for the year ended March 31, 2026, which requires corrective adjustment in the Restated Consolidated Financial Information

Clause xx (a)

In respect of other than ongoing projects, the company has transferred unspent amount to a fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act, except in respect of the following:

(₹ in million)

Financial Year	Amount unspent on Corporate Social Responsibility activities "other than Ongoing Projects"	Amount transferred to Fund specified in Schedule VII within 6 months from the end of the Financial Year	Amount transferred after the due date (specify the date of deposit)
2023-24	0.74	-	-

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information: The Company has paid this unspent amount to a fund specified in Schedule VII on June 13, 2026. Restatement adjustment, as necessary, has been carried out in the Restated Consolidated Financial Information.

Auditor's Comment in Annexure to Auditors' Report on the standalone financial statements of the Parent for the year ended March 31, 2026, which does not require corrective adjustment in the Consolidated Restated Financial Information

Clause vii (a):

According to information and explanations given to us and on the basis of our examination of the books of accounts, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess have generally been regularly deposited by the company with the appropriate authorities though there has been a slight delay in few cases.

In respect to Professional Tax, the company has paid accumulated dues till the month of February 2026 on March 25, 2026.

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable as applicable were in arrears as of March 31, 2026 for a period of more than six months from the date they became payable except given below:

Name of Statute	Nature of Dues	Amount (₹)	Period to which it relates	Due Date	Date of Payment	Remarks
Income-tax Act, 1961	Demand u/s 143(1) of the Income-tax Act, 1961	392,790	2021-22	NA	April 17, 2026	Refund due to the Company is adjusted by Income-tax department.
		291,330	2020-21	NA		
		10,740	2019-20	NA		
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	Provident Fund	1,574	Aug-25	September 14, 2025	Unpaid as on date of statutory audit report	

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information: The Company has paid outstanding dues of provident fund on June 8, 2026.

(ii) Clause ix (a):

In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender except given below.

Nature of Borrowing	Name of Lender	Amount not paid on due date (in ₹)	Whether principal or interest	No. of days delay or unpaid
Vehicle Loan	BMW India Financial Services Private Limited	277,285	Both	3
		277,285	Both	2

Defaults have been satisfied by paying total dues to the lender along with penal interest during the year.

Auditor's Comment in Annexure to Auditors' Report on the standalone financial statements of the Subsidiary for the year ended March 31, 2026, which does not require corrective adjustment in the Consolidated Restated Financial Information

(i) Clause vii (a):

According to information and explanations given to us and on the basis of our examination of the books of accounts, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess have generally been regularly deposited by the company with the appropriate authorities though there has been delay in few cases.

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable were in arrears as at March 31, 2026 for more than six months from the date they became payable, except given below:

Name of Statute	Nature of Dues	Amount (₹)	Period to which it relates	Due Date	Date of Payment
The Gujarat State Tax on Professional Trades, Callings and Employments Act, 1976	Professional Tax	24,400	2023-24	Various	Unpaid as on date of statutory audit report
		31,000	2024-25	Various	
		2,400	April 2025	May 15, 2025	Unpaid as on date of statutory audit report
		2,400	May 2025	June 15, 2025	
		3,200	June 2025	July 15, 2025	

Name of Statute	Nature of Dues	Amount (₹)	Period to which it relates	Due Date	Date of Payment
		3,000	July 2025	August 15, 2025	
		3,000	August 2025	September 15, 2025	
Gujarat Labour Welfare Fund Act, 1953	Labour Welfare Fund	324	2023-24	Various	Unpaid as on date of statutory audit report
		468	2024-25	Various	
		324	July 2025	July 15, 2025	
The Employees' State Insurance Act, 1948	ESI Contribution	29,077	2023-24	Various	Unpaid as on date of statutory audit report
		31,877	2024-25	Various	
		220	April 2025	May 15, 2025	Unpaid as on date of statutory audit report
		640	May 2025	June 15, 2025	
		910	June 2025	July 15, 2025	
		1,019	July 2025	August 15, 2025	
		1,171	August 2025	September 15, 2025	

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information: The Company has paid all outstanding statutory dues tabulated above by June 15, 2026.

(ii) Clause xx

a. In respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act, except in respect of the following:

(₹ in million)

Financial Year	Amount unspent on Corporate Social Responsibility activities "other than Ongoing Projects"	Amount transferred to Fund specified in Schedule VII within 6 months from the end of the Financial Year	Amount transferred after the due date (specify the date of deposit)
2024-25	0.67	-	-

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information: Unspent CSR related to other than ongoing projects carried from previous financial year have been transferred to Scheule VII fund on June 13, 2026.

b. In respect of ongoing projects, the company has transferred unspent amount to a special account, within a period of thirty days from the end of the financial year in compliance with section 135(6) of the said Act, except in respect of the following:

(₹ in million)

Financial Year	Amount unspent on Corporate Social Responsibility activities "other than Ongoing Projects"	Amount transferred to special account within 30 days from the end of the Financial Year	Amount transferred after the due date (specify the date of deposit)
2025-26	1.97	1.94	-

Remedial action taken subsequent to the date of audit report and prior to adoption of Restated Consolidated Financial Information: The balance amount related to ongoing projects has been transferred to Schedule VII fund on June 13, 2026.

Significant Developments after March 31, 2026, that may affect our future results of operations

Except as set out in this Draft Red Herring Prospectus, to our knowledge, 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, the trading or profitability of our Company, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Our Company and its Subsidiary avail credit facilities in the ordinary course of business for meeting working capital and business requirements. We have obtained the necessary consents from the lenders of our Company as required under the relevant financing documentation for undertaking activities in relation to the Issue, *inter alia,* including effecting change in our capital structure, change in our shareholding pattern, change in our constitutional documents and change in the composition of our Board.

Our Board is empowered to borrow money in accordance with Sections 179 and 180 of the Companies Act and our Articles of Association. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers of Board"* on page 296.

Set out below is a brief summary of the aggregate borrowings by our Company and its Subsidiary as of April 30, 2026 on a consolidated basis:

(in ₹ in million)

Category of borrowing	Sanctioned Amount (to the extent applicable) as of April 30, 2026**	Outstanding amount as of April 30, 2026@
Secured Borrowing		
Fund based facilities		
Overdraft/ Working Capital Facilities/ Cash Credit#*^$	912.40	374.05
Term loans	33.80	23.35
Total Fund based Borrowings (A)	**946.20**	**397.40**
Non-Fund based facilities		
Letter of credit/ Bank Guarantee@	1,354.62	199.99
Total Non-Fund based Borrowings (B)	**1,354.62**	**199.99**
Unsecured Borrowings		
Letter of Credit	200.00	38.81
Total Unsecured Borrowings (C)	**200.00**	**38.81**
Total borrowings (A)+(B) +(C)	**2,500.82**	**636.20**

Notes:-

ICICI Bank has sanctioned a total fund based cash credit limit of ₹350.00 million consisting of non-fund based sub limits in form of bank guarantee of ₹100.00 million and letter of credit of ₹100.00 Millions. Out of the aforesaid mentioned total sanctioned limit of ₹350.00 million, only ₹150.00 million has been disbursed.

** FD OD facility amounting to ₹142.40 million availed from ICICI Bank (included in working capital facilities under secured fund-based facilities) was closed on May 26, 2026.*

^ The cash credit facility obtained from HDFC Bank for Rs. 250.00 million has expired and Company is not utilising this facility as on the cut-off date. Further, Company is currently in discussion with the HDFC Bank for renewing the credit facility.

@The non- fund based limit of the HDFC Bank amounting to ₹50.00 million consists of bank guarantee & letter of credit limits.

$In August 2025, the subsidiary has revised its credit facilities availed from HDFC Bank Ltd from ₹ 535.00 million to ₹ 50.00 million

***As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.*

Principal terms of the facilities sanctioned to our Company and our Subsidiary

The principal terms of the borrowings availed by our Company and our Subsidiary, include, among others, the following:

1. ***Interest:*** In terms of the loans and working capital facilities availed by our Company, interest rates are either fixed or floating, depending on the specific facility. In respect of floating interest rate facilities, interest is linked to the lender's benchmark rate (such as base rate, MCLR, etc.) plus a spread. The spreads are different for different facilities.

   The interest rates for the term loans and the various working capital facilities availed by our Company and its Subsidiary typically range from 1.25% to 9.00%.

2. ***Tenor:*** The tenor of the term loan facilities availed by our Company and our Subsidiary typically ranges from 48 months to 60 months. Our Company and our Subsidiary have also availed certain working capital facilities that may be repayable on demand. These working capital facilities generally have a tenor of 12 months from the date of sanction and are subject to review every 12 months and may be cancelled/reduced depending on the conduct and utilization of the advance as per the lender's scheme.

3. ***Security:*** The borrowings availed by our Company and our Subsidiary are typically secured by a primary charge on stocks and book debts, secondary charge on factory land and building, inventory, book debts, equipment and machinery, stocks, current assets and fixed deposits, fixed deposits/cash deposit, equipment and machinery and personal guarantees of our Promoter and promoter group members. The nature of the securities described is indicative and there may be additional requirements for creation of security under various borrowing arrangements entered into by our Company and our Subsidiary.

4. ***Pre-payment and premature redemption:*** Facilities availed by our Company and our Subsidiary typically have pre-payment provisions which allow for pre-payment of the outstanding loan amount, subject to such pre-payment penalties as may be decided by the lender at the time of such prepayment, or as set out in the facility agreements and sanction letters. Among the facilities which specify a pre-payment penalty, the penalty typically is upto 4.00% of the amount proposed to be pre-paid.

5. ***Events of default:*** The financing arrangements entered into by our Company and/ or our Subsidiary contain standard events of default including, among others:

   (i) payment default in respect of any monies due under the facilities on the due dates, whether at stated maturity, by acceleration or otherwise;

   (ii) breach of any covenant, condition, agreement or other terms of the transaction documents, where such default continues for a period of 15 fifteen days from the date of default;

   (iii) bankruptcy, insolvency or dissolution of our Company, including the filing of any petition or application under the Insolvency and Bankruptcy Code, 2016 before any court or tribunal of competent jurisdiction;

   (iv) security being in jeopardy or ceasing to have effect, or any transaction document becoming illegal, invalid, or unenforceable;

   (v) change in control of our Company without the prior approval of the Bank; or

   (vi) any information, representation or warranty given by or on behalf of our Company being incorrect or misleading in any material respect;

6. ***Consequences of occurrence of events of defaults*****:**

The following are the consequences of occurrence of events of default in relation to the borrowings of our Company and/ or our Subsidiary, whereby the lenders may, among others:

(i) terminate the facilities and/or declare any or all amounts outstanding under the facilities as immediately due and payable;

(ii) suspend further access to or drawals by our Company under the facilities;

(iii) declare the security created under the transaction documents to be enforceable, and exercise all rights in relation thereto, including taking possession of and transferring the secured assets;

(iv) levy penal charges on any overdue or overdrawn amounts, from the due date up to the date of actual payment; or

(v) take any action as per the loan/ security documents or/ and any applicable law.

7. ***Penalty:*** Facilities availed by our Company and our Subsidiary contain provisions prescribing penalties for, among others, irregularities in cash credit account, non-compliance with financial covenants (including all basic negative and optional covenants), diversion of funds, non-submission of renewal data including audited balance sheets which typically is upto 24.00% per annum of the amounts due and payable, including fixed penalties on certain specified defaults.

8. ***Restrictive covenants:*** Certain borrowing arrangements entered into by our Company and/ or our Subsidiary contain restrictive covenants, including covenants restricting certain actions except with the prior approval of the lender. An indicative list of such restrictive covenants which we require the prior written consent of the lenders include:

   (i) effecting any change in the shareholding of the Company

   (ii) effecting any change in the capital structure or constitutional documents of our Company in any manner whatsoever, including pledging of shares held by the promoter beyond 10% of their holdings for raising any loan or for securitising any loans or advance;

   (iii) undertaking or permitting any merger, de-merger, consolidation, reorganisation, scheme of arrangement, scheme of amalgamation or reconstruction, or compromise with creditors or shareholders, or creation of any subsidiary;

   (iv) to effect any change in the management of the Company; and declaring dividends for any year except out of profits relating to that year after making all due and necessary provisions;

Terms of the facilities sanctioned to our Company:

Sr. No.	Name of lender	Nature of the facility (Term Loan/ Working Capital Loan/ Cash Credit/ Buyers Credit/ Suppliers Credit/ OD, etc.)	Sanctioned Amount (₹ in million)	Amount outstanding as on 30.04.2026 (₹ in million)	Tenure	Guarantee (Personal and/or Corporate) provided for the Company	Security	Interest
Terms of the facilities sanctioned to our Company								
Secured Facilities								
Fund Based Facilities								
1.	ICICI Bank Limited #.	Fund Based- Working Capital: Cash Credit Facility	350.00	44.64	1 Year	Hriday Narayan R Shukla, Sushma Shukla and United Insulations Industries#	Primary Collateral: Stock and Book Debts Fixed Deposit of INR 60 Million.	8.30%
2.	ICICI Bank Limited*	Fund Based: FD OD	142.40	137.97	91 days or FD maturity date whichever is earlier	NA	Secured against FD amounting to ₹150 million	5.75%
3.	Indusind Bank	Fund Based- Working Capital Cash Credit Facility	200.00	171.82	1 Year	Hriday Narayan R Shukla, Sushma Shukla & United Insulation Industries#	Primary Collateral: Stock and Book Debts Secondary Collateral: Factory Land and Building situated at: 26 1/2 Part B, Village –Khandiwada, Vadodara- Halol Highway, Taluka - Waghodiya, Vadodara, Gujarat, India, 391 510.	8.25%
4.	HDFC Bank^	Fund Based: Cash Credit	200.00	Nil	1 Year	Hriday Narayan R Shukla, Mrs. Sushma Shukla & United Insulation Industries#, Anshuman Transpower System Private Limited	Primary Collateral: Stock and Book Debts Secondary Collateral: Factory Land and Building situated at: 26 1/2 Part B, Village – Khandiwada, Vadodara-Halol Highway, Taluka – Waghodiya, Vadodara, Gujarat, India, 391 510. Fixed Deposits	8.95%
5.	BMW Finance	Fund Based: Term Loan	18.80	15.84	4 Years ending on October 16, 2028	Hriday Narayan R Shukla	Hypothecation on vehicle	7.77%
Total Fund Based Facilities (A)			911.20	370.27				
Non Fund Based Facilities								
6.	Indusind Bank	Non Fund Based: Letter of Credit and Bank Guarantee	889.62	199.99	1 Year	Hriday Narayan R Shukla, Sushma Shukla & United Insulation Industries#	Out of the total borrowing of ₹ 889.62 million, ₹ 839.62 million is proposed to be secured by fixed deposits. The balance amount of ₹50.00 million is secured by the factory land and building situated at 26 1/2 Part B, Village Khandiwada, Vadodara–Halol Highway, Taluka Waghodiya, District Vadodara, Gujarat, India – 391 510.	8.25%
7.	ICICI Bank Limited.	Non- Fund Based: Letter of credit	400.00	Nil	1 Year	NA	Acceptance by Customer's banker	7.50%

Sr. No.	Name of lender	Nature of the facility (Term Loan/ Working Capital Loan/ Cash Credit/ Buyers Credit/ Suppliers Credit/ OD, etc.)	Sanctioned Amount (₹ in million)	Amount outstanding as on 30.04.2026 (₹ in million)	Tenure	Guarantee (Personal and/or Corporate) provided for the Company	Security	Interest
8.	HDFC Bank[@^]	Non Fund Based: Bank Guarantee	50.00	Nil	1 Year	Hriday Narayan R Shukla, Sushma Shukla & United Insulation Industries[#], Anshuman Transpower System Private Limited	Primary Collateral: Stock and Book Debts Secondary Collateral: Factory Land and Building situated at: 26 1/2 Part B, Village – Khandiwada, Vadodara-Halol Highway, Taluka – Waghodiya, Vadodara, Gujarat, India, 391 510. Fixed Deposits	8.95%
Total Non-Fund Based Facilities (B)			**1,339.62**	**199.99**				
Total Secured Facilities (A) + (B) = (C)			**2,250.82**	**570.26**				
Unsecured Facilities								
Fund Based Facilities								
Nil								
Non Fund Facilities								
9.	ICICI Bank Limited.	Non- Fund Based: Letter of credit	200.00	38.81	1 Year	NA	NA	7.8%
Total Non Fund based Facilities (D)			**200.00**	**38.81**				
Total Unsecured Facilities (E)			**200.00**	**38.81**				
Total Borrowings of Company (C) + (E) = (F)			**2,450.82**	**609.07**				
Terms of Facilities sanctioned to our Subsidiary								
Secured Facilities								
Fund Based Facilities								
1.	HDFC Bank[$]	Fund Based: Working Capital Cash Credit Facility	20.00	19.62	1 Year	United Insulation Industries[#], TMC Transformers (India) Limited, Hriday Narayan R Shukla, Gaurav R Shukla	Covered under CGTMSE	9%
2.	HDFC Bank[$]	Term loan	15.00	7.51	5 Years ending on August 07, 2028	United Insulation Industries[#], TMC Transformers (India) Limited, Hriday Narayan R Shukla, Gaurav R Shukla	Equipment and Machinery	7.85%
Total Fund Based Facilities (G)			**35.00**	**27.13**				
Non Fund Based Facilities								
3.	HDFC Bank[$]	Non Fund Based: Bank Guarantee	15.00	0.00	1 Year	United Insulation Industries[#], TMC Transformers (India) Limited, Hriday Narayan R Shukla, Gaurav R Shukla	Fixed Deposits / Cash Deposits	1.25%
Total Non Fund Based Facilities (H)			**15.00**	**0.00**				

Sr. No.	Name of lender	Nature of the facility (Term Loan/ Working Capital Loan/ Cash Credit/ Buyers Credit/ Suppliers Credit/ OD, etc.)	Sanctioned Amount (₹ in million)	Amount outstanding as on 30.04.2026 (₹ in million)	Tenure	Guarantee (Personal and/or Corporate) provided for the Company	Security	Interest
Total Facilities of the Subsidiary (G) + (H) = (I)			**50.00**	**27.13**				
Total Facilities of the Company & Subsidiary (F) + (I) = (J)			**2500.82**	**636.20**				

[#] *ICICI Bank has sanctioned a total fund based cash credit limit of ₹350.00 million consisting of non-fund based sub limits in form of bank guarantee of ₹100.00 million and letter of credit of ₹100.00 Millions. Out of the aforesaid mentioned total sanctioned limit of ₹350.00 million, only ₹150.00 million has been disbursed.*

* *FD OD facility amounting to ₹142.40 million availed from ICICI Bank (included in working capital facilities under secured fund-based facilities) was closed on May 26, 2026.*

^ *The cash credit facility obtained from HDFC Bank for Rs. 250.00 million has expired and Company is not utilising this facility as on the cut-off date. Further, Company is currently in discussion with the HDFC Bank for renewing the credit facility.*

[@] *The non- fund based limit of the HDFC Bank amounting to ₹50.00 million consists of bank guarantee & letter of credit limits.*

[$] *In August 2025, the subsidiary has revised its credit facilities availed from HDFC Bank Ltd from ₹ 535.00 million to ₹ 50.00 million.*

[#] *Refers to United Insulation Industries (partnership firm).*

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The details provided above, in relation to the principal terms of our borrowings are indicative and there may be additional terms, conditions and requirements under the specific borrowing arrangements entered into by us. The details on interest rates, tenors, pre-payment penalties, penalties set out above are in relation to the borrowings availed by our Company and our Subsidiary as at April 30, 2026.

This is an indicative list and there may be such other additional terms under the borrowing arrangements entered into by our Company. We are also required to keep our lenders informed of any event likely to have a substantial effect on our business.

For the purposes of the Issue, our Company has obtained the necessary consents from our lenders as required under the relevant borrowing arrangements for undertaking activities relating to the Issue, such as, *inter alia,* effecting changes to our capital structure. For further details, see "*Risk Factors – Our Company has outstanding loans aggregating to ₹ 636.20 million as on April 30, 2026. Any breach of terms under our financing arrangements or our inability to comply with repayment and other covenants in the financing agreements could adversely affect our business, financial condition, cash flows and credit rating.*" on page 48.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings, including such matters which are at the FIR stage even if 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 and statutory authorities; (iii) outstanding claims and proceedings related to direct and indirect tax matters, in a consolidated manner, giving the number of cases and total amount involved in such case involved, provided that if the amount involved in any such claims exceeds the materiality threshold, such matter(s) shall be disclosed on an individual basis; and (iv) other pending litigation (including civil litigation or arbitration proceedings), as determined to be material as per the Materiality Policy, in each case involving our Company, Subsidiary, Promoter and Directors ("**Relevant Parties**").*

Further, except as stated in this section, there are no (a) outstanding disciplinary actions including penalties imposed by SEBI or Stock Exchanges against our Promoter in the last five Financial Years including any outstanding action; (b) outstanding criminal proceedings, including such matters which are at first information reports stage even if no/some cognizance has been taken by any court or any other judicial authority, involving the Key Managerial Personnel and Senior Management of our Company; and (c) actions (including all penalties and show cause notices) by regulatory and statutory authorities against the Key Managerial Personnel and Senior Management of our Company.

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation involving the Relevant Parties to be disclosed by our Company in this Draft Red Herring Prospectus pursuant to the resolution dated June 30, 2026:

All outstanding litigation proceedings including arbitration proceedings involving the Relevant Parties would be considered 'material' if:

(i) the aggregate monetary amount of claim/ amount in dispute/ liability involved, whether by or against the Relevant Parties in any such pending proceeding is equivalent to or exceeds the lower of the following (a) 2% of the turnover, as per the latest annual Restated Consolidated Financial Information of our Company i.e., Fiscal 2026 being ₹ 83.45 million; or (b) 2% of the net worth, as per the latest annual Restated Consolidated Financial Information of our Company, except in case the arithmetic value of the net worth is negative, i.e., Fiscal 2026 being ₹ 41.07 million; or (c) 5% of the average of the absolute value of the profit or loss after tax, as per the last three annual Restated Consolidated Financial Information of our Company, i.e., Fiscals 2024, 2025 and 2026 being ₹ 26.24 million,

*in this case being ₹ 26.24 million ("**Materiality Threshold**"); or*

(ii) any such litigation where the decision in one case is likely to affect the decision in similar cases, such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in any such individual litigation may not exceed the Materiality Threshold; or

(iii) the monetary impact is not quantifiable or lower than the threshold mentioned in the point (i) above, but the outcome of any such litigation would materially and adversely affect the business, prospects, operations, performance, prospects, financial position or reputation of our Company.

It is clarified that for the above purposes, pre-litigation notices received by the Relevant Parties, Key Managerial Personnel, Senior Management, from third parties (excluding notices from statutory, regulatory, judicial, quasi-judicial or tax authorities), have not and shall not, be considered as litigation until such persons are impleaded as defendants or respondents in proceedings before any judicial/arbitral forum or are notified by any governmental, statutory, or regulatory authority of any such proceeding that may be commenced.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors, by way of its resolution dated June 30, 2026.

In terms of the Materiality Policy, outstanding dues to any creditor of our Company having a monetary value equal to or exceeding 5% percent of the consolidated trade payables of our Company, as per the latest financial period included in the Restated Consolidated Financial Information of our Company disclosed in this Draft Red Herring Prospectus, shall be considered as 'material'. Accordingly, as on March 31, 2026, any outstanding dues exceeding ₹ 25.44 million have been considered as material outstanding dues for the purposes of disclosure in this section.

Further, for outstanding dues to MSME and other creditors, the disclosure will be based on information available with our Company regarding the status of the creditors as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

Unless otherwise specified, the terms defined in the description of a particular litigation matter pertain to such matter only.

I. Litigation involving our Company

A. Litigation against our Company

Material Civil Litigation

Nil

Criminal proceedings

Nil

Actions by regulatory and statutory authorities

Our Company has received a show cause notice dated March 29, 2025, issued by the Cost Audit Branch, Ministry of Corporate Affairs, Government of India ("**CAB**") calling upon our Company and its officers in default to show cause as to why no action should be initiated for contravention of Section 148(6) of the Act read with Rule 6 of Companies (Cost Records and Audit) Rules, 2014 and Section 403 of the Act, in relation to non-filing of the cost audit report for Fiscal 2024 within the prescribed time limit. Our Company has also received reminder communications dated June 30, 2025 and September 17, 2025. In response to the aforesaid communications, our Company has*, inter alia*, submitted its response on October 02, 2025 on the MCA Portal, stating that such delay was due to a technical error. Subsequently, we have since filed the cost audit report in Form CRA-4 (SRN: AB8051289) on October 08, 2025 along with the applicable additional fees. Our Company has not received any further communication in relation to the aforesaid matter.

Material Tax Litigation

Nil

B. Litigation by our Company

Material Civil Litigation

Nil

Criminal proceedings

Nil

Material Tax Litigation

Nil

II. Litigation involving the Subsidiary

A. Litigation against our Subsidiary

Material Civil Litigation

Nil

Criminal proceedings

Nil

Actions by regulatory and statutory authorities

Nil

Material Tax Litigation

Nil

B. Litigation by our Subsidiary

Material Civil Litigation

Nil

Criminal proceedings

Nil

Material Tax Litigation

Nil

III. Litigation involving our Promoter

A. Litigation against our Promoter

Material Civil Litigation

Nil

Criminal proceedings

Nil

Actions by regulatory and statutory authorities

Nil

Material Tax Litigation

Nil

Disciplinary actions including penalties imposed by SEBI or Stock Exchanges in the last five financial years including outstanding actions

Nil

B. Litigation by our Promoter

Material Civil Litigation

Nil

Criminal proceedings

Nil

Material Tax Litigation

Nil

IV. Litigation involving the Directors

A. Litigation against our Directors

Material Civil Litigation

Nil

Criminal proceedings

Nil

Actions by regulatory and statutory authorities

Nil

Material Tax Litigation

Nil

B. **Litigation by our Directors**

Material Civil Litigation

Nil

Criminal proceedings

Nil

Material Tax Litigation

Nil

V. Litigation involving our Key Managerial Personnel and Senior Management

A. Litigation filed against our Key Managerial Personnel and Senior Management

Criminal Proceedings

Nil

Actions by regulatory and statutory authorities

Nil

B. Litigation filed by our Key Managerial Personnel and Senior Management

Criminal Proceedings

Nil

VI. Tax proceedings against our Company, our Directors, our Promoter and our Subsidiary

Except as disclosed below, there are no claims related to direct and indirect taxes, involving our Company, our Subsidiary, our Promoter and Directors:

Nature of Proceedings	Number of cases	Amount involved (₹ in million)*^
Litigation involving our Company		
Direct tax	3	1.18
Indirect tax	Nil	Nil
Litigation involving our Subsidiary		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Litigation involving our Promoter		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Litigation involving our Directors		
Direct tax	4	0.39
Indirect tax	Nil	Nil

* *To the extent quantifiable*
^ *Inclusive of interest*

VII. Outstanding Dues to Creditors

As per the Materiality Policy, the creditors to whom we owe an amount having a monetary value exceeding ₹ 25.44 million as of March 31, 2026 (i.e., to whom we owe an amount which is equal to or exceeds five percent of our consolidated trade payables as of March 31, 2026), have been considered as 'material' creditors. As of March 31, 2026, we have 3 material creditors, and the aggregate outstanding dues to the material creditors is ₹ 122.28 million. Details of outstanding dues towards our material creditors are available on the website of our Company at www.tmc-india.com/investor-relations.

Details of outstanding dues owed to micro, small and medium enterprises and other creditors as of March 31, 2026, are set out below:

Types of Creditors	No. of Creditors	Amount (₹ in million)
Micro, small and medium enterprise*	32	40.34
Material creditors	3	122.28
Other creditors	196	346.25
Total	**231**	**508.87**

As certified by M/s. M P P S & Co, Chartered Accountants, having firm registration number 140400W, pursuant to their certificate dated June 30, 2026.

* *As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

It is clarified that such details available on our Company's website do not form a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company's website, www.tmc-india.com would be doing so at their own risk.

Material Developments

Except as disclosed in **"***Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Developments after March 31, 2026, that may affect our future results of operations***"** on page 396, respectively, and in this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our 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 a list of licenses, registrations, permissions and approvals issued by relevant governmental and regulatory authorities required to be obtained by our Company and its Material Subsidiary which is considered material and necessary for the purposes of undertaking their respective business activities and operations and except as mentioned below, no further material approvals are required to carry on our present business activities. We have also set out below, material approvals or renewals applied for but not received in respect of our Company and its Material Subsidiary as on the date of this Draft Red Herring Prospectus. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with the applicable procedures and requirements. Unless otherwise stated, these material approvals are valid as of the date of this Draft Red Herring Prospectus. Pursuant to change in name of our Company upon conversion from a private to a public limited company, our Company is in the process of changing our name as it appears on various approvals and licenses. For details of risks associated with approvals, see section titled "Risk Factors – We are required to obtain various statutory and regulatory permits and approvals to operate our business which requires us to comply with certain terms and conditions to continue our operations. Failure to obtain, maintain or comply with the requisite approvals, licenses and permits, including those for our Proposed Facility, may adversely affect our business, reputation, financial condition, results of operations and cash flows." on page 49

For further details, in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" on page 277.

Approvals in relation to the Issue:

For details regarding the approvals and authorizations obtained by our Company in relation to the Issue, see *"Other Regulatory and Statutory Disclosures – Authority for the Issue"* on page 412.

I. Incorporation details of our Company and Material Subsidiary

A. *Our Company*

1. Certificate of incorporation dated February 18, 2009, issued by the assistant registrar of companies, Andra Pradesh at Hyderabad to our Company under the name of "TMC Transformers (India) Private Limited".

2. Certificate of registration dated March 18, 2019, issued by registrar of companies, Ahmedabad to our Company, pursuant to an order of regional director for change in our registered office from state of Telangana to state of Gujarat.

3. Fresh certificate of incorporation dated June 11, 2025, issued to our Company by the Registrar of Companies, Central Processing Centre, pursuant to conversion of our Company from private limited to public limited and consequent change in the name of our Company from "TMC Transformers (India) Private Limited" to "TMC Transformers (India) Limited".

4. The CIN of our Company is U29299GJ2009PLC107122.

B. *Material Subsidiary*

1. Certificate of incorporation dated June 03, 2020, issued by the deputy registrar of companies, central registration centre to our Material Subsidiary under the name of 'Anshuman Transpower System Private Limited'.

2. The CIN of our Material Subsidiary is U31909GJ2020PTC113758.

II. Tax related approvals

A. *Our Company*

1. The permanent account number of our Company is AADCT1190Q.

2. The tax deduction account number of our Company is BRDT02662C.

3. The Goods and services tax registration number of our Company is 24AADCT1190Q1Z0 issued by the Government of India and the State Government for goods and services tax payments in the state of Gujarat.

4. Professional Tax Registration and Enrolment under the Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976.

B. *Material Subsidiary*

1. The permanent account number of our Material Subsidiary is AATCA5143N.

2. The tax deduction account number of our Material Subsidiary is BRDA06724E.

3. The Goods and services tax registration number of our Material Subsidiary is 24AATCA5143N1Z8 issued by the Government of India and the State Government for goods and services tax payments in the state of Gujarat.

4. Professional Tax Registration and Enrolment under the Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976.

III. Labour and employment related approvals obtained by our Company and our Material Subsidiary

A. *Our Company*

1. Registration under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

2. Registration under the Employees' State Insurance Act, 1948.

B. *Material Subsidiary*

1. Registration under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

2. Registration under the Employees' State Insurance Act, 1948.

IV. Material Approvals in relation to our business and operations

A. *Our Company*

1. Factory license issued by the Deputy Director, Industrial Safety and Health, Baroda under the Factories Act, 1948, valid up to December 31, 2028.

2. Consent to operate issued under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974 & under section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorization under Rule 6 (2) of the Hazardous & Other Wastes (Management & Transboundary Movement) Rules 2016 to the Transformer Manufacturing Facility by Gujarat Pollution Control Board, valid up to June 30, 2030.

3. Certificate of verification issued by the Legal Metrology Officer under the Legal Metrology Act, 2009 & the Gujarat Legal Metrology (Enforcement) Rules, 2011 issued by Government of Gujarat, valid up to June 08, 2027.

4. Certificate of Registration issued by the Branch Head, Surat under the Bureau of Indian Standards Act, 2016, valid up to August 29, 2026.

5. Our Company has been allotted the legal entity identifier number 984500843C3EFC0P5260.

6. The import export code for our Company is 0909013934.

7. Approval for installation of diesel generating sets issued by the office of Electrical Inspector, Vadodara under the Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010.

B. *Material Subsidiary*

1. Factory License issued by the Joint Director Industrial Safety and Health, Baroda, under the Factories Act, 1948, valid up to December 31, 2027.

2. Certificate of verification issued by the Legal Metrology Officer under the Legal Metrology Act, 2009 & The Gujarat Legal Metrology (Enforcement) Rules, 2011 issued by Government of Gujarat, valid up to June 08, 2027.

3. Certificate of Registration issued by the Branch Head, Surat under the Bureau of Indian Standards Act, 2016, valid up to December 13, 2026.

4. Sanction for extension of high-tension electricity supply for a new demand of 250kVA at 11kV level, issued by the Executive Engineer, Madhya Gujarat Vij Company Limited.

5. Our Material Subsidiary has been allotted the legal entity identifier number 9845008YFE75Q512AC97.

6. The import export code for our Material Subsidiary is AATCA5143N.

V. Pending material approvals in relation to our Company and our Material Subsidiary:

A. Material approvals applied but not yet received:

Nil

B. Material Approvals required but not obtained or applied for:

Nil

C. Material Approvals expired and renewal to be applied for:

Nil

VI. Intellectual Property

As of the date of this Draft Red Herring Prospectus, our Company has following trademark registered in India:

Registered trademark	Trademark number	Class	Validity
TMC INDIA POWER TO CREATE	3936953	9	September 05, 2028

For risks associated with intellectual property, see, "*Risk Factors – Our inability to maintain, protect and enforce our intellectual property rights, could adversely affect our business, results of operations and financial condition. Further, we may be subject to risks of infringement claims*." on page 66.

OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of "group companies", our Company has considered (i) such companies (other than promoter(s) and subsidiaries with which there were related party transactions during the period for which Restated Consolidated Financial Information is disclosed in this Draft Red Herring Prospectus, as covered under applicable accounting standards, and (ii) any other companies which are considered material by our Board.

In respect of item (ii) above, in accordance with our Materiality Policy, for the purposes of disclosure in this Draft Red Herring Prospectus, our Company has considered as material, the companies (other than our Subsidiary and companies categorized under (i) above), that are a part of the Promoter Group with which our Company has had one or more transactions in the most recent financial year or the relevant stub period for which financial information is disclosed in this Draft Red Herring Prospectus, as applicable, which individually or in the aggregate, exceed 10% of the total restated consolidated revenue from operations of our Company for the most recent financial year or the stub period, as the case may be, as per the Restated Consolidated Financial Information.

Accordingly, in terms of the Materiality Policy, as on the date of this Draft Red Herring Prospectus, our Company does not have any group company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorised by our Board pursuant to its resolution dated June 25, 2026 and by our Shareholders pursuant to their resolution dated June 29, 2026.

Our Board has approved this Draft Red Herring Prospectus pursuant to its resolution dated June 30, 2026. Our Board has approved the Draft Abridged Prospectus pursuant to its resolution dated June 30, 2026. For further details, see "*The Issue*" on page 80.

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 the SEBI or other governmental authorities

Our Company, Promoter, members of the Promoter Group, Directors and persons in control of our Company are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoter and Directors are associated with as promoters, directors or persons in control of our Company have been debarred from accessing capital markets under any order or direction passed by the SEBI or any other authorities.

Our Company, Promoter, members of the Promoter Group or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Promoter or Directors have not been declared as Fugitive Economic Offenders.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner.

There have been no actions initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoter and members of the Promoter Group (to the extent applicable to them) are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as of the date of this Draft Red Herring Prospectus.

Other Confirmations

There have been no inspections of our Company by SEBI or any other regulatory authority governing the operations of the Company. Further, there are no findings or observations from the inspections, if any, by regulatory authority in relation to our Company which are material and need to be disclosed, or non-disclosure of which may have a bearing on the investment decisions of Bidders, except as disclosed in this Draft Red Herring Prospectus.

None of the Directors, or Promoter or individuals forming part of the Promoter Group of our Company is appearing in the list of directors of struck-off companies.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with the Regulation 6(2) of the SEBI ICDR Regulations which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) of the SEBI ICDR Regulations shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy-five per cent of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so*".

We are an unlisted company and are not eligible to undertake the Issue pursuant to Regulation 6(1)(a) of the SEBI ICDR Regulations. Although our Company had net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each) Fiscal 2026, Fiscal 2025 and Fiscal 2024,

of which more than 50% are held in monetary assets in Fiscal 2024. Accordingly, our Company is undertaking the Issue in compliance with Regulation 6(2) of the SEBI ICDR Regulations.

Set forth below are our net tangible assets and monetary assets calculated on a restated and consolidated basis, as of the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024:

(*₹ in million*)

Description	As of March 31		
	2026	2025	2024
Restated Net Tangible Assets [(1)]	1,783.30	752.00	284.17
Restated Monetary Assets [(2)] (*₹ in million*)	697.14	238.07	214.71
% of Restated Monetary Assets to Restated Net Tangible Assets	39.09%	31.66%	75.56%
Restated Operating profit [(3)] (*₹ in million*)	1,304.77	646.24	216.77
Average Operating Profit [(4)] (*₹ in million*)	722.59		
Restated Net-worth [(5)] (*₹ in million*)	2,053.31	1,020.42	554.19

Notes:

1. *"Net tangible assets" means the sum of all net assets (Total Assets less Non-current and current liabilities) of the Company, as reduced by the intangible assets as defined in Indian Accounting Standard (Ind AS 38), deferred tax assets as defined in Ind AS 12, Right to use of Asset as defined in IND AS 116 and excluding the impact of deferred tax liabilities as defined in Ind AS 12 and Lease Liabilities as defined in IND AS 116 issued by ICAI.*
2. *"Monetary Assets" means the aggregate of cash on hand and balance with banks (including other bank balances and interest accrued thereon but excluding any earmarked balances/ margin money held with the banks)*
3. *"Operating Profit" means the profit before finance costs, other income and tax expenses.*
4. *"Average operating profits" means the average of operating profits during the preceding three years (of twelve months each) calculated on a restated basis*
5. *"Net worth" means the aggregate value of paid-up share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, Other Comprehensive Income Items, deferred expenditure and miscellaneous expenditure not written off, derived from the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

We are therefore required to allot at least 75% of the Net Issue to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. Provided that in accordance with Regulation 40(3) of the SEBI ICDR Regulations, the QIB Portion will not be underwritten by the Underwriters, pursuant to the Underwriting Agreement. Further, not more than 15% of the Net Issue shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. In the event that we fail to do so, the Bid Amount received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other 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 Issue in terms of Regulations 5 and 7(1) of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

1. None of our Company, our Promoter, members of our Promoter Group or our Directors are debarred from accessing the capital markets by SEBI.

2. None of our Promoter or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.

3. None of our Company, our Promoter or Directors is a Wilful Defaulter or a Fraudulent Borrower. None of our Promoter or Directors has been declared a fugitive economic offender in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018.

4. Except for the Series A CCPS, 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.

5. Except for the Series A CCPS, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

6. Our Company, along with Registrar to the Issue, has entered into tripartite agreements each dated June 10, 2026, with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares.

7. 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.

8. All the Equity Shares held by our Shareholders are in dematerialised form as on the date of this Draft Red Herring Prospectus.

9. There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Issue 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.

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 TO MEAN 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 ISSUE 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, BEING ANAND RATHI ADVISORS LIMITED AND INTENSIVE FISCAL SERVICES PRIVATE LIMITED, 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 ISSUE.

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. THE BOOK RUNNING LEAD MANAGERS IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGE ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 30, 2026, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(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 OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. 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.

All applicable legal requirements pertaining to this Issue 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 applicable legal requirements pertaining to this Issue 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, 2013.

Disclaimer from our Company, our Promoter, our Directors and the BRLMs

Our Company, our Promoter, our Directors and the BRLMs 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 at www.tmc-india.com, would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Issue Agreement and as will be provided for in the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information shall be made available by our Company and our Promoter and the BRLMs 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.

Bidders who Bid in the Issue will be required to confirm and will be deemed to have represented to our Company, our Promoter, Underwriters, BRLMs 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, Underwriters, BRLMs and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Promoter, members of the Promoter Group and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter, members of the Promoter Group and their respective officers, group companies, affiliates or associates or third parties, for which they 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

The Issue 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, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Systemically Important NBFCs registered with the RBI or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, insurance companies registered with the IRDAI, permitted provident funds and Pension Funds, National Investment Fund, insurance funds set up and managed by the army, navy and air force of the Union of India, insurance funds set up and managed by the Department of Posts, Government of India and to NBFC-SI, Eligible FPIs, AIFs, FVCIs, Eligible NRIs and other eligible foreign investors, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, state industrial development corporations and registered multinational and bilateral development financial institutions.

This Draft Red Herring Prospectus shall not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered hereby in any jurisdiction including India. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform themselves about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to the Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India.

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Vadodara, Gujarat, India, only.

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 and Draft Abridged Prospectus have been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered, 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 any offer hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, our Subsidiary, our Promoter, members of our Promoter Group since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States. Accordingly, the Equity Shares are being offered and sold outside of 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 such offers and sales are made.

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.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the 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 the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the 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 filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the 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 filing with the RoC.

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.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Issue within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

Consents

Consents in writing of: (a) our Directors, our Promoter, our Company Secretary and Compliance Officer, Chief Financial Officer, the legal counsel to the Company, Industry service provider, the Bankers to our Company, the BRLMs, the Registrar to the Issue, Statutory Auditors, independent chartered engineer, Project Report service provider, practicing company secretary, have been obtained; and (b) the Syndicate Members, the Escrow Collection Bank(s), the Refund Bank(s), the Public Issue Account Bank(s), the Sponsor Bank(s) and the Monitoring Agency to act in their respective capacities, will be obtained prior to filing of the Red Herring Prospectus with the RoC and filed (as applicable) along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents that have been obtained have not been withdrawn as of the date of this Draft Red Herring Prospectus.

Experts

Our Company has not obtained any expert opinions other than as disclosed below:

Our Company has received written consent dated June 30, 2026 from M/s. M P P S & Co, Chartered Accountants, (firm registration number 140400W) holding a valid peer review certificate from ICAI, to include their name as required under section 26 (1) 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 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated June 30, 2026 on our Restated Consolidated Financial Information; and (ii) their report dated June 30, 2026 on the statement of special tax benefits available to our Company, Material Subsidiary and Shareholders, included in this Draft Red Herring Prospectus; and (iii) the certificates issued in connection with the Issue in their capacity as the Statutory Auditor of our Company. 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 received written consent pursuant to the certificate dated June 29, 2026 from Atulkumar Kantilal Soni, Heterogeneous Industrial Solutions Private Limited, an independent chartered engineer (registration number: M-150264-0), to include his name 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 his capacity as a chartered engineer, in relation to his certificate dated June 29, 2026, certifying *inter alia* the annual installed capacity, actual production and capacity utilisation of the Transformer Manufacturing Facility and the CRGO Processing Facility; and certain details in relation to our manufacturing process, 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 U.S. Securities Act.

Our Company has received written consent dated June 30, 2026, from CMS & Associates, an independent firm of practicing company secretaries, holding a valid peer review certificate from ICSI 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, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of their search report and certificate on compliance with Companies Act dated June 30, 2026, in connection with the Issue, 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 U.S. Securities Act.

Our Company has received written consent dated June 29, 2026 from RBSA Advisors LLP, Independent Consultant, 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, Red Herring Prospectus and the Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in relation to their Project Report dated June 29, 2026 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.

Particulars regarding public or rights issues by our Company during the last five years

Except as disclosed in the section "*Capital Structure"* on page 98, our Company has not made any capital issues during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects public/ rights issues by our Company during the last five years

Our Company has not undertaken any public issues or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Last one public/ rights issue of listed subsidiary/Promoter of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiary or Promoter.

Underwriting commission, brokerage and selling commission paid on previous issues of the Equity Shares in the last five years

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 group companies, subsidiary or associates of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed Subsidiary. Our Company does not have a group company or associate companies

Other confirmations

There has been no instance of issuance of Equity Shares in the past by our Company or entities forming part of our Promoter Group to more than 49 or 200 investors in violation of:

a) Section 67(3) of Companies Act, 1956; or

b) Relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or

c) The SEBI ICDR Regulations; or

d) The SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.

No person connected with the Issue 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 initial public offer, except for fees or commission for services rendered in relation to the Issue.

Price Information of Past Issues Handled by the BRLMs (during the current Fiscal and two Fiscals preceding the current Fiscal)

1) Anand Rathi Advisors Limited

Price information of past issues handled by Anand Rathi Advisors Limited *(during the current Fiscal and two Fiscals preceding the current Fiscal):*

Sr. No.	Issue Name	Issue Size (₹Mn.)	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.	Unimech Aerospace and Manufacturing Limited*	5,000.00	785.00	December31,2024	1,491.00	+65.87% [-2.06%]	+23.08% [-0.93%]	+67.39% [+7.58%]
2.	Crizac Limited*	8,600.00	245.00	July 09, 2025	280.00	+22.90% [-3.49%]	+15.59% [-2.09%]	+15.45% [+2.66%]
3.	Anand Rathi Share & Stock Brokers Limited#	7,450.00	414.00	September 30, 2025	432.00	+24.03% [+5.86%]	+52.00% [+5.82%]	+5.98% [-7.28%]
4.	Excelsoft Technologies Limited*	5,000.00	120.00	November 26, 2025	135.00	-26.33% [-0.23%]	-31.06% [-2.70%]	-17.91% [-11.91%]

Source: www.bseindia.com; www.nseindia.com for price information and prospectus/basis of allotment for issue details.

* *BSE as the designated stock exchange*

\# *NSE as the designated stock exchange*

Note:

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. *Change in closing price over the closing price as on the listing date, BSE SENSEX and NIFTY 50 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.*
6. *NA means Not Applicable, Period not completed.*
7. *Unimech Aerospace and Manufacturing's 90 day return is calculated as on 28 March, 2025 as 30 March, 2025 is a non-working day and 180 day return is calculated as on 27th June, 2025 as 28th June, 2025 was a non-working day.*
8. *Excelsoft Technologies Limited's 30 day return is calculated as on 24 December, 2025 as 25 December, 2025 was a non-working day.*
9. *Anand Rathi Share & Stock Brokers Limited's 90 day return is calculated as on 26 December, 2025 as 28 December, 2025 was a non-working day.*
10. *Crizac Limited's 180 day return is calculated as on 2 January, 2026 as 4 January, 2026 was a non-working day.*
11. *Anand Rathi Share & Stock Brokers Limited's 180 day return is calculated as on 27 March, 2026 as 28 March, 2026 was a non-working day.*
12. *Excelsoft Technologies Limited's 180 day return is calculated as on 22 May, 2026 as 24 May, 2026 was a non-working day.*

Summary statement of price information of past issues handled by Anand Rathi Advisors Limited**:**

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days fromlisting			No. of IPOs trading at premium - 30th calendar days fromlisting			No. of IPOs trading atdiscount - 180th calendar days fromlisting			No. of IPOs trading at premium - 180th calendar days fromlisting		
			Over 50%	Between 25-50%	Lessthan 25%	Over 50%	Between 25-50%	Lessthan 25%	Over 50%	Between 25-50%	Lessthan 25%	Over 50%	Between 25- 50%	Lessthan 25%
2026-27*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2025-26	3	21,050.00	-	1	-	-	-	2	-	-	1	-	-	2
2024-25	1	5,000.00	-	-	-	1	-	-	-	-	-	1	-	-

* 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.

2) Intensive Fiscal Services Private Limited

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Intensive Fiscal Services Private Limited

S. No.	Issue name	Issue size (in ₹ million)	Offer Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	Park Medi World Limited(1)	9,200.00	162	December 17, 2025	158.80	-7.61%, [-0.59%]	+14.29%, [-9.33%]	+69.51%, [-8.50%]
2.	Lenskart Solutions Limited~(1)	72,780.15	402	November 10, 2025	395.00	+1.60%, [+1.04%]	+13.76%, [+0.47%]	+21.70%, [-5.47%]
3.	Midwest Limited$(1)	4,510.00	1,065	October 24, 2025	1,165.00	+13.67%, [+1.06%]	+25.26%,[-2.47%]	+25.07%, [-4.72%]
4.	All Time Plastics Limited*(2)	4,006.03	275	August 14, 2025	314.30	-0.67%, [+1.62%]	+1.82%, [+4.06%]	-10.93%, [+4.30%]
5.	Vishal Mega Mart Limited(1)	80,000.00	78	December 18, 2024	104.00	+39.96%, [-3.67%]	+29.95%, [-6.98%]	+58.58%, [+2.15%]
6.	Waaree Energies Limited(1)	43,214.40	1,503	October 28, 2024	2,500.00	+68.05%, [-0.59%]	+49.15%, [-5.12%]	+78.80%, [-1.23%]
7.	Baazar Style Retail Limited^(2)	8,346.75	389	September 6, 2024	389.00	-1.32%, [+0.62%]	-16.11%, [-0.28%]	-43.43%, [-10.09%]

(1) NSE as designated stock exchange; (2) BSE as designated stock exchange

^ *A discount of ₹ 35 per equity Share was offered to eligible employees bidding in the employee reservation portion.*

* *A discount of ₹ 26 per equity Share was offered to eligible employees bidding in the employee reservation portion.*

$ *A discount of ₹ 101 per equity Share was offered to eligible employees bidding in the employee reservation portion.*

~ *A discount of ₹ 19 per equity Share was offered to eligible employees bidding in the employee reservation portion.*

Notes:

a. Issue Size derived from prospectus/final post issue reports, as available.

b. Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective issuer company.

c. Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.

d. In case 30th/90th/180th day is not a trading day, closing price on of the previous trading day has been considered.

e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Summary statement of price information of past issues handled by Intensive Fiscal Services Private Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. 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%
2026-27*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2025-26	4	90,496.18	-	-	2	-	-	2	-	-	1	1	1	1
2024-25	3	1,31,561.15	-	-	1	1	1	-	-	1	-	2	-	-

* *The information is as on the date of this document*

The information for each of the financial years is based on issues listed during such financial year

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, see the website of the BRLMs indicated in the table below:

S. No.	Name of the BRLMs	Website
1.	Anand Rathi Advisors Limited	www.anandrathiib.com
2.	Intensive Fiscal Services Private Limited	www.intensivefiscal.com

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange as of 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

The agreement between the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue in case of any pre-Issue or post-Issue 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 Issue related queries and for redressal of complaints, Bidders may also write to the BRLMs or the Registrar to the Issue, in the manner provided below.

All Issue-related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Issue, 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 in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount). 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. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. For Issue related grievances, investors may contact the BRLMs, details of which are given in "*General Information – Book Running Lead Managers*" on page 91.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, ASBA Form number, Bidders' DP ID, Client ID, PAN, date of the ASBA Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the ASBA Form and the name and address of the BRLMs with whom the ASBA Form was submitted by the Anchor Investor. In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Issue Closing Date, in accordance with the SEBI ICDR Master Circular, 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 / Issue 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 the SEBI ICDR Master Circular, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with UPI Circulars and the SEBI RTA Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period.

The following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, 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 Bid 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 finalisation 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 BRLMs shall be liable to compensate the investor at the rate of ₹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.

Our Company, the BRLMs and the Registrar to the Issue, accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of SEBI ICDR Regulations.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

For helpline details of the Book Running Lead Managers pursuant to the SEBI ICDR Master Circular, see *"General Information – Book Running Lead Managers"* on page 91.

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 number 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 shareholder and investor grievances. See "*Our Management – Committees of the Board – Stakeholders' Relationship Committee"* on page 301. Our Company has appointed Khushali Patel as the Company Secretary and Compliance Officer for the Issue, and she may be contacted in case of any pre- Issue or post- Issue related problems. For further details, see "*General Information*" on page 90.

Our Company has not received any investor grievances since incorporation till the date of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant

Designated Intermediary, for the redressal of routine investor grievances shall be seven 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.

Disposal of investor grievances by listed Group Companies and listed Subsidiary

As of the date of this Draft Red Herring Prospectus, we do not have listed Subsidiary or any listed group company.

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

Our Company has not applied for any exemption from complying with any provisions of securities laws from SEBI.

SECTION VII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by the SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or any other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.

The Issue

The Issue comprises of a Fresh Issue by our Company. The fees and expenses relating to the Issue shall be borne by our Company in accordance with applicable law. For details in relation to Issue expenses, see "*Objects of the Issue*" on page 117.

Ranking of the Equity Shares

The Equity Shares being issued and Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and our Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares under the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of the Articles of Association Interpretation*" on page 454.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of Companies Act, our Memorandum of Association and our Articles of Association and provisions of the SEBI Listing Regulations and other applicable law. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Allottees who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable law. For further details, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association Interpretation*" on pages 310 and 454, respectively.

Face value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹ [●] per Equity Share ("**Cap Price**"). The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Issue Price, Price Band and the minimum Bid Lot, will be decided by our Company, in consultation with the BRLMs and shall be published in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Gujarati daily newspaper (Gujarati being the regional language of Vadodara, Gujarat, where our Registered and Corporate Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

The Issue Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/ Issue Closing Date on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

Employee Discount

Employee discount, if any, may be offered to Eligible Employees bidding in the Employee Reservation Portion respectively. Eligible Employees bidding in the Employee Reservation Portion respectively at a price within the Price Band can make payment at Bid Amount, that is, Bid Amount net of employee discount, if any, as applicable at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion respectively at the Cut-Off Price have to ensure payment at the higher end of the Price Band, less employee discount, if any, as applicable, at the time of making a Bid.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights Equity Shares and be allotted bonus Equity Shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable laws; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of the Articles of Association Interpretation*" on page 454.

Allotment of Equity Shares only in dematerialised form

In terms of 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 dematerialised form only. As per the SEBI ICDR Regulations and SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite agreement dated June 10, 2026, among our Company, NSDL and the Registrar to the Issue; and
- Tripartite agreement dated June 10, 2026 among our Company, CDSL and the Registrar to the Issue.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Issue will be only in dematerialised form in multiples of one Equity Share subject to a minimum allotment of [●] Equity Shares. For details of basis of allotment, see "*Issue Procedure*" on page 433.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, and the rules framed thereunder, the sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. 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. A buyer will be entitled to make a fresh nomination in the manner

prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

(a) to register himself or herself as the holder of the Equity Shares; or

(b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment in the Issue will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Collecting Depository Participant.

Bid/Issue Programme

BID/ISSUE OPENS ON	[●][(1)]
BID/ISSUE CLOSES ON	[●][(2)(3)]

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

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

(3) UPI mandate end time and date shall be 5:00 p.m. on the Bid/Issue Closing Date, i.e., on [●].

An indicative timetable in respect of the Issue is disclosed below:

Event	Indicative Date
Bid/ Issue Closing Date	[●]
Finalization 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*	On or about [●]
Allotment/Credit of Equity Shares to dematerialised accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *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/Issue 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 Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs and 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 by the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders may be released to our remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI ICDR Master Circular for which the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fee for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.*

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLMs.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/Issue Closing Date, as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue 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. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day, and submit confirmation to the BRLMs and the Registrar on the daily basis. 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.

SEBI vide the SEBI ICDR Master Circular has reduced the post issue timeline for initial public offerings. Accordingly, the Issue will be made under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including with respect to the SEBI ICDR Master Circular

In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with listing timelines and activities prescribed by the SEBI, in connection with the allotment and listing procedure within three Working Days from the Bid / Issue Closing Date or such other time as 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.

Submission of Bids (Other than Bids from Anchor Investors):

Bid/Issue Period (except the Bid/Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Issue Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion	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	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Issue Closing Date
Upward or downward revision of Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

* *UPI mandate end time shall be 5:00 p.m. on the Bid/ Issue Closing Date.*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids.*

On the Bid/Issue 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 UPI Bidders.

On Bid/Issue Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIBs and Eligible Employees Bidding in the Employee Reservation Portion. after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

To avoid duplication, the facility of re-initiation provided to Syndicate Member(s) 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. Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and in any case no later than 12:00 p.m. IST on the Bid/Issue 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/Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Issue Period and revision shall not be accepted on Saturdays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing. Bidders 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 by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Issue Period in accordance with the SEBI ICDR Regulations, provided that the revised Cap Price shall be less than or equal to 120% of the revised Floor Price, the Floor Price shall not be less than the face value of the Equity Shares, and that 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. Provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue 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/Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and the terminals of the Syndicate Members and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank(s), as applicable.In case of revision of Price Band, the Bid Lot shall remain the same.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period till 5.00 pm on the Bid/ Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

In case of discrepancy in data entered in the electronic book vis-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) the minimum subscription of 90% of the Fresh Issue, on the Bid/ Issue Closing Date; or (ii) minimum subscription in the Issue as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, if any, in accordance with applicable law, or if the subscription level falls below the thresholds mentioned above after the Bid/Issue Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued under the Red Herring Prospectus our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular and SEBI RTA Master Circular. If there is a delay beyond two days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum 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 undersubscription in the Issue, the Equity Shares will be Allotted in the following order:

i. such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed;

ii. once Equity Shares have been Allotted as per (i) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion.

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 shall not be less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in refund within such timelines as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangement for disposal of odd lots

Since the Equity Shares will be traded in dematerialised form only and the market lot for the 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 Issue.

Option to receive Equity Shares in dematerialized form

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

Restrictions, if any, on transfer and transmission of Equity Shares

Except for lock-in of the pre-Issue capital of our Company, the minimum Promoter's Contribution and the Anchor Investor lock-in in the Issue as detailed in "*Capital Structure*" on page 98, and except as provided in the Articles of Association as detailed in "*Description of Equity Shares and Terms of the Articles of Association*" on page 454, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/splitting.

Withdrawal of the Issue

The Issue shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Issue, after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank(s) (in case of UPI Bidders), 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 Issue to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchanges will also be informed promptly. In terms of the UPI Circulars, in relation to the Issue, the BRLMs will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, 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/ Issue 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/ Issue 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.

If our Company, in consultation with the BRLMs, withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Issue 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 (ii) the filing of the Prospectus 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.

ISSUE STRUCTURE

The Issue of up to [●] Equity Shares bearing face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹ 5,500.00 million.

The Issue includes an Employee Reservation Portion of up to [●] Equity Shares of face value of ₹10 each resulting in Net Issue of [●] Equity Shares of face value of ₹10 each. The Employee Reservation Portion shall not exceed 5% of our post-Issue paid-up Equity Share capital.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO placement aggregating up to ₹ 1,100.00 million, as may be permitted under applicable law, at our discretion, prior to filing of the Red Herring Prospectus with the RoC. 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 Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Issue in compliance with applicable law. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety). 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 the Prospectus.

The Issue and Net Issue shall constitute [●]% and [●]%of the post- Issue paid-up Equity Share capital of our Company. The Issue is being made through the Book Building Process.

Particulars	Eligible Employees	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation [(2)]	Up to [●] Equity Shares of face value ₹ 10 each	Not less than [●] Equity Shares of face value ₹ 10 each	Not more than [●] Equity Shares of face value ₹ 10 each available for allocation or Net Issue less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares of face value ₹ 10 each available for allocation or Net Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue size available for Allotment/ allocation	Up to [●] of the post- Issue paid-up Equity Share capital of our Company	Not less than 75% of the Net Issue shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not more than 15% of the Net Issue less allocation to QIBs and Retail Individual Bidders will be available for allocation, out of which: (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 sub-categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders	Not more than 10% of the Net Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not	Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares of face value ₹ 10 each	The Equity Shares available for allocation to NIBs under the Non- Institutional Portion,	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity

Particulars	Eligible Employees	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
category is oversubscribed*	exceed ₹ 0.20 million (net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees Bidding in the Employee Reservation Portion for value exceeding ₹ 0.20 million (net of Employee Discount, if any), subject to total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any)	shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to [●] Equity Shares of face value ₹ 10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion of up to [●] Equity Shares of face value of ₹10 each may be allocated on a discretionary basis to Anchor Investors of out of which 33.33% shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for Life Insurance Companies and Pension Funds. In case of any under-subscription in the portion reserved for Life Insurance Companies and Pension Funds the allocation shall be made to domestic Mutual Funds. Subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price.	shall be subject to the following: (a) one third of the portion available to NIBs being [●] Equity Shares of face value of ₹10 each are reserved for Bidders Biddings more than ₹0.20 million and up to ₹1.00 million; and (b) two third of the portion available to NIBs being [●] Equity Shares of face value of ₹10 each are reserved for Bidders Bidding more than ₹1.00 million. Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other category. The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non- Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For further details, see *"Issue Procedure"* on page 433.	Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For further details, see "*Issue Procedure*" on page 433.
Minimum Bid	[●] Equity Shares of face value of ₹10 each and in multiple of [●] Equity Shares of face value of ₹10 thereafter	Such number of Equity Shares so that the Bid Amount exceeds ₹ 0.20 million and in multiples of [●] Equity Shares of face value ₹ 10 each	For Non-Institutional Bidders applying under (i) one-third of the Non-Institutional Portion such number of Equity Shares of face value of ₹ 10 each in multiples of [●] Equity Shares of face value of ₹ 10 each such that the Bid Amount exceeds ₹ 0.20 million For Non-Institutional Bidders applying under (ii) two-thirds of the Non-Institutional portion such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each such that the Bid Amount exceeds ₹ 1 million	[●] Equity Shares of face value ₹ 10 each
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each, so as to ensure that the Bid Amount by each Eligible Employee does not exceed ₹ 0.50	Such number of Equity Shares of face value ₹ 10 each in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the	For Non-Institutional Bidders applying under (i) one-third of the Non-Institutional Portion (with application size of more than ₹ 0.20 million and up to ₹ 1.00 million) such	Such number of Equity Shares of face value ₹ 10 each in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 0.20 million

Particulars	Eligible Employees	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	million (net of Employee Discount, if any)	Anchor Portion), subject to applicable limits	number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each such that the Bid Amount does not exceeds ₹ 1.00 million For Non-Institutional Bidders applying under (ii) two-third of the Non-Institutional Portion (with application size of more than ₹ 1.00 million) such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each not exceeding the size of the Issue, (excluding the QIB Portion) subject to limits applicable to the Bidder	
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares of face value ₹ 10 each and in multiples of [●] Equity Shares of face value ₹ 10 each thereafter			
Allotment Lot	A minimum of [●] Equity Shares of face value ₹ 10 each and thereafter in multiples of one Equity Share of face value ₹ 10 each for QIBs and RIBs. The Allotment to NIBs shall not be less than the Minimum Non-Institutional Bidder Application Size (i.e., ₹0.20 million)			
Trading Lot	One Equity Share of face value ₹ 10 each			
Who can apply[(3)] [(4)]	Eligible Employees	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, Mutual Funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, Pension Fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of karta)
Mode of Bidding	Only through the ASBA process (including the UPI Mechanism).	Only through the ASBA process except for Anchor Investors.	Only through the ASBA process (including UPI Mechanism for Bids up to ₹0.50 million).	Only through the ASBA process (including the UPI Mechanism).
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for Eligible Employees, RIBs or individual investors bidding under the Non –Institutional Portion for an amount of more than ₹ 0.20 million and up to ₹ 0.50 million, using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form			

* *Assuming full subscription in the Issue.*

\# *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹ 0.50 million (net of Employee Discount, if any). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 0.20 million (net of Employee Discount, if any). In the event of under-subscription*

in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any). An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Retail Portion, and such Bids shall not be considered multiple Bids. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion will be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹0.20 million (net of Employee Discount) in the Employee Reservation Portion. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of undersubscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

1) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis subject to there being (a) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is up to ₹2,500.00 million, subject to a minimum Allotment of ₹50.00 million per Anchor Investor; and (b) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five Anchor Investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 15 Anchor Investors for every additional ₹2,500.00 million, subject to minimum Allotment of ₹50.00 million per Anchor Investor, 40% of the Anchor Investor Portion will be reserved for allocation as follows (i) 33. 33% to domestic Mutual Funds and (ii)6.67% to Life Insurance Companies and Pension Funds.*
2) *Subject to valid Bids being received at or above the Issue Price. This Issue is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations.*
3) *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. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.*
4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay -In Date as indicated in the CAN. Bidders will be required to confirm and will be deemed to have represented to our Company, 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.*

The Bids by FPIs with certain structures as described under "*Issue Procedure — Bids by FPIs*" on page 440 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares of ₹ [●] each Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the members of the Syndicate, 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.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Issue*" on page 423.

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid. Employee Discount, if any, will be offered to Eligible Employees Bidding in the Employee Reservation Portion, and, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, if any, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, if any, at the time of making a Bid.

In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

ISSUE PROCEDURE

*All Bidders should read the General Information Document for investing in public offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 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 Issue, including in relation to the process for Bids by UPI Bidders. The bidders should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of bidders eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in Allotment or refund.

Pursuant to the SEBI ICDR Master Circular, certain additional measures for streamlining the process of initial public offers and redressing investor grievances have been introduced. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. The provisions of the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022, are also deemed to form part of this Draft Red Herring Prospectus. Further, the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular. The Issue 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. 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. Further, the provisions of the SEBI RTA Master Circular, which prescribe certain additional measures for streamlining the process of initial public offers and redressing investor grievances, are deemed to form part of this Draft Red Herring Prospectus.

Further, pursuant to SEBI RTA Master Circular and SEBI ICDR Master Circular, 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 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/Issue Closing Date, in accordance with the SEBI ICDR Master Circular, the Bidder shall be compensated at a uniform rate of ₹100 or 15% per annum of the Bid Amount, whichever is higher, per day for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, in accordance with the T+3 Notification, the reduced timelines for refund of Application money have been made two days. The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

*SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 ("**AV Circular**") (to the extent not rescinded by the SEBI ICDR Master Circular) has introduced the disclosure of audiovisual presentation of disclosures made in Issue Documents. Pursuant to the SEBI ICDR Master Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by finfluencers. Further, investors are advised to rely only on the information contained in the Issue document and Price Band Advertisement for making investment decision.*

Our Company and the BRLMs, members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and 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 the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company the members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

Pursuant to NSDL circular number NSDL/CIR/II/28/2023 dated August 8, 2023, and CDSL circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till 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 the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Issue 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/ Issue Opening Date.

Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Issue is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations, through the Book Building Process wherein not less than 75% of the Net Issue shall be available for allocation on a proportionate basis to **QIBs**, provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% shall be available for allocation as follows, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the price at which Equity Shares are allocated to Anchor Investors, 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 (excluding the Anchor Investor 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 Issue 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. If at least 75% of the Net Issue cannot be Allotted to QIBs, then the entire Bid Amount (as defined hereinafter) will be refunded forthwith. Further, not more than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹1.00 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not more than 10% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Furthermore, up to [●] Equity Shares of face value of ₹10 each, aggregating up to ₹ [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price, if any. The Employee Reservation Portion shall not exceed 5% of our post-Issue paid-up Equity Share capital subject to valid Bids being received at or above the Issue Price, net of Employee Discount.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount, if any) subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Issue.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID for UPI Bidders and Eligible Employees Bidding in the Employee Reservation portion using 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 Issue, subject to applicable laws.

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 Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline and submit confirmation of the unblock to the BRLMs and Registrar to the Issue within the prescribed timelines 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– Issue BRLMs will be required to compensate the concerned investor.

The Issue will be made under UPI Phase III of the UPI Circulars.

All SCSBs offering facility of making application in public offers shall also provide facility to make application using UPI. Our Company will be required to appoint SCSBs as the Sponsor Bank(s) to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Individual bidders bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million, 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.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and press release dated June 25, 2021 and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Further, pursuant to the SEBI ICDR Master Circular, all UPI Bidders shall provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

i. a syndicate member;

ii. a stockbroker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);

iii. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); or

iv. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Issue Opening Date.

Copies of the Anchor Investor Application Form, the Bid cum Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

UPI Bidders bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

Bidders (other than Anchor Investors and UPI Bidders Bidding using the UPI Mechanism) must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected.

Since the Issue is made under Phase III of the UPI Circulars, 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 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 Non-Institutional Bidders (other than Non-Institutional Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

For all IPOs opening on or after September 1, 2022, as specified in SEBI ICDR Master Circular, all the ASBA applications in public offers shall be processed only after the application monies are blocked in the bidder'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 is applicable for all categories of bidders viz. Retail, QIB and NIB and also for all modes through which the applications are processed. The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder.

Non-Institutional Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders). ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

Anchor Investors are not permitted to participate in the Issue through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible NRIs applying on a repatriation basis, FPIs or FVCIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]
Eligible Employees Bidding in the Employee Reservation Portion	[●]

* *Excluding electronic Bid cum Application Forms*

***Notes**:*

a. Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

b. Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI mandate request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks 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/ Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism 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. For ensuring timely information to bidders, SCSBs shall send SMS alerts as specified in SEBI ICDR Master Circular. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or the bankers to an offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ bidder complaints to the Sponsor Bank(s) and the Bankers to the Issue. The Sponsor Banks and Bankers to the Issue shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI ICDR Master Circular.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

The Sponsor Banks will undertake a reconciliation of Bid requests 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. Sponsor Banks 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 Banks on a continuous basis. The Sponsor Banks 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 Banks will undertake final reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share consolidated reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars.

The Sponsor Banks shall host web portals for intermediaries (closed user group) from the date of Bid / Issue 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 Issue Bidding process.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue, subject to applicable laws.

b) On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids until 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 until 5:00 pm IST for Retail Individual Bidders and 4:00 pm for Non-Institutional Bidders and QIBs, on the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoter and Promoter Group of our Company, the BRLMs associates and affiliates of the BRLMs and the Syndicate Member(s) and the persons related to the Promoter/Promoter Group/the BRLMs and the Syndicate Member(s)

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of bidders, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs) or Pension Funds with minimum corpus of ₹250.00 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 shall not apply in the Issue under the Anchor Investor Portion.

Further, the Promoter and members of Promoter Groups shall not participate by applying for Equity Shares in the Issue. Further, persons related to our Promoter and Promoter Group shall not apply in the Issue under the Anchor Investor Portion.

For the purposes of the above, a QIB who has the following rights will be deemed to be a person related to our Promoter or Promoter Group:

(i) rights under a shareholders' agreement or voting agreement entered into with our Promoter or Promoter Group;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, 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 a nominee director, amongst the Anchor Investor and the BRLMs.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares of face value of ₹10 each, and in multiples of [●] Equity Shares of face value of ₹10 each, thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 0.50 million (net of Employee Discount, if any). The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price provided that the Bid does not exceed ₹ 0.50 million (net of Employee Discount, if any). However, Allotments to Eligible Employees in excess of ₹ 0.20 million (net of Employee Discount, if any) shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any) (which will be less Employee Discount, if any). Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Issue. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

a. Made only in the prescribed Bid cum Application Form or Revision Form (i.e., [●] colour form).

b. The Bidder should be an Eligible Employee as defined. In case of joint bids, the first Bidder shall be an Eligible Employee.

c. Only Eligible Employees would be eligible to apply in the Issue under the Employee Reservation Portion.

d. Only those Bids, which are received at or above the Issue Price, net of Employee Discount, if any, if any would be considered for Allotment under this category.

e. Eligible Employees can apply at Cut-off Price.

f. If the aggregate demand in this category is less than or equal to [●] Equity Shares of face value of ₹10 each, at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

g. Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 0.20 million (net of Employee Discount, if any) in the Employee reservation portion.

h. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

i. As per the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, Eligible Employees Bidding in the Employee Reservation Portion must also Bid through the UPI mechanism.

j. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue.

In case of under-subscription in the Net Issue, spill over to the extent of under-subscription shall be permitted from the Employee Reservation Portion. If the aggregate demand in this category is greater than [●] Equity Shares of face value of ₹10 each, at or above the Issue Price, the allocation shall be made on a proportionate basis. Please note that any individuals who are directors, employees or promoters of (a) the BRLMs, Registrar to the Issue, or the Syndicate Members, or of the (b) 'associate companies' (as defined in the Companies Act, 2013, as amended) and 'group companies' of such BRLMs, Registrar to the Issue or Syndicate Members are not eligible to bid in the Employee Reservation Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall bid more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non- Resident External ("**NRE**") accounts, or FCNR accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Issue through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRIs in the Issue shall be subject to compliance with the FEMA NDI Rules. 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 Share 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 March 18, 2026 passed by our Shareholders, the aggregate ceiling of 10% was raised to 24%.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

For further details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 453.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA NDI Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made, in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA NDI Rules, the total holding by each FPI (or a group) shall be less than 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI 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 bidder will be required to comply with applicable reporting requirements.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) 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; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

To ensure compliance with the above requirement, SEBI, pursuant to the master circular with reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022, 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 bid in the Issue 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, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Issue shall be subject to the FEMA NDI Rules.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus.*"

FPI 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) (collective, 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 Issue Equity Share capital shall be liable to be rejected.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250.00 million and Pension Funds with a minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the BRLMs, in their absolute discretion, 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, without assigning any reasons thereof.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or

FVCI. Further, subject to FEMA NDI Rules, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in an investee company directly or through investment in the units of other AIF. A Category III AIFs cannot invest more than 10% of the investible funds in an investee company directly or through investment in the units of other AIF. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency. Participation of VCFs, AIFs or FVCIs in the Issue shall be subject to the FEMA NDI Rules.

All non-resident bidders 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 or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs shall also be subject to the FEMA Rules.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"). and the 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, not being its subsidiary engaged in non-financial services, or 10% of the banking company's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. However, 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, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company; (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI ICDR Master Circular issued by SEBI. 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 offers and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the IRDAI (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, as amended ("**IRDAI Investment Regulations**"), based on investment in the equity shares of a company, the entire group of the investee company and the industry section in which the investee company operates.

Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/ Pension Funds

In case of Bids made by provident funds/Pension Funds with minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the Provident Fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100.00 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 ₹100.00 million.

3. 40% of the Anchor Investor Portion will be reserved for allocation as follows (i) 33.33% to domestic Mutual Funds and (ii) 6.67% to Life Insurance Companies and Pension Funds. In case of any under-subscription under clause (ii), the allocation shall be made to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date, and will be completed on the same day.

5. Our Company, in consultation with the BRLMs, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is up to ₹2,500.00 million, subject to a minimum Allotment of ₹50.00 million per Anchor Investor; and (b) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five Anchor Investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 15 Anchor Investors for every additional ₹2,500.00 million, subject to minimum Allotment of ₹50.00 million per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/ Issue Opening Date, through intimation to the Stock Exchanges.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

9. 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.

10. 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 pensions funds sponsored by entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices which are associate of the and BRLMs or Pension Funds with minimum corpus of ₹250.00 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 Issue under the Anchor Investor Portion.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

    For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Managers is 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

General Instructions

QIB Bidders and Non-Institutional Bidders are not allowed to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs and Eligible Employees Bidding under the Employee Reservation Portion can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing 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. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number) in the Bid cum Application Form if you are not an UPI Bidder in the Bid cum Application Form and if you are an UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

5. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;

7. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

8. If the First Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);

9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

10. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. The ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

13. UPI Bidders Bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;

14. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

15. UPI Bidders in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;

16. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, 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 Issue, ensure that you authorise the UPI Mandate Request, including in case of any revision

of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by bidders who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for bidders residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

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 bidder 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 including a copy of the power of attorney, if applicable, are submitted;

23. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

24. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder 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 Bidder's ASBA Account;

25. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

26. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

27. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. IST of the Working Day immediately after the Bid/ Issue Closing Date;

28. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

29. 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;

30. Bids by Eligible NRIs for a Bid Amount of less than ₹0.20 million would be considered under the retail portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹0.20 million would be considered under the non-institutional portion for allocation in the Issue;

31. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form;

32. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

33. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Bank(s) issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

34. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and

35. Ensure that your PAN is linked with Aadhaar and you are in compliance with the notification of the Central Board of Direct Taxes dated February 13, 2020 and press release dated June 25, 2021.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

4. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

6. Do not submit the Bid for an amount more than funds available in your ASBA account;

7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

8. In case of ASBA Bidders, do not submit more than one ASBA Form ASBA Account;

9. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;

10. Anchor Investors should not Bid through the ASBA process;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not submit the General Index Register (GIR) number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

15. 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;

16. 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);

17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

20. Do not Bid for Equity Shares more than what is specified for each category;

21. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/ Issue Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Issue Closing Date (for physical applications);

22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or bidding limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. 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 and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/Issue Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;

25. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

26. Do not Bid if you are an OCB;

27. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;

28. Do not submit the Bid cum Application Forms to any non-SCSB bank;

29. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);

30. Do not Bid for a Bid Amount exceeding ₹0.20 million for Bids by RIBs and ₹0.50 million for Bids by UPI Bidders and Eligible Employees Bidding in the Employee Reservation Portion (net of employee discount, if any);;

31. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders; and

32. 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.

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 list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time is liable to be rejected.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

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 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. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

7. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

8. ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

9. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

10. Bids submitted without the signature of the First Bidder or Sole Bidder;

11. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

12. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

13. GIR number furnished instead of PAN;

14. Bids by RIBs with Bid Amount of a value of more than ₹0.20 million;

15. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

16. Bids accompanied by stock invest, money order, postal order, or cash; and

17. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges. On Bid/ Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre- Issue or post- Issue related issues regarding share certificates/ demat credit/refund orders/unblocking etc., bidders can reach out to our Company Secretary and Compliance Officer. For further details of our Company Secretary and Compliance Officer, see "*General Information*" and "*Our Management*" on pages 90 and 291, respectively.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular and the SEBI RTA Master Circular, as applicable to the RTAs in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLMs shall continue to coordinate with intermediaries involved in the said process.

For details of grounds for technical rejections of a Bid cum Application Form, see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Issue through the Red Herring Prospectus and the 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 Issue may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective bidder categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares to each RIBs shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not more than 15% of the Issue shall be available for allocation to NIBs. The Equity Shares available for allocation to NIBs under the Non - Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIBs 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 NIBs shall be reserved for applicants with an 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 NIBs. The allotment to each NIB shall not be less than ₹0.20 million, 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 Schedule XIII of the SEBI ICDR Regulations.

The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the BRLMs, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) 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 Syndicate, the Escrow Banks and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Pre-Issue and Price Band advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- Issue and Price Band advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation.

In the pre- Issue and Price Band advertisement, we shall state the Bid/ Issue Opening Date and the Bid/ Issue Closing Date. 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.

Allotment advertisement

The Allotment advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Issue, before 9 p.m. IST, on the date of receipt of the final listing and trading approval from the Stock Exchanges where the equity shares of our Company 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 the Stock Exchanges is received post 9:00 p.m. IST on that date, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Issue, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Gujarati daily newspaper (Gujarati being the regional language of Vadodara, Gujarat, where our Registered Office is located), each with wide circulation

The information set out above is given for the benefit of the Bidders/Applicants. Our Company 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. Bidders/Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

(a) Our Company and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Issue Price, but prior to filing of the Prospectus.

(b) After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, the Issue size, and underwriting arrangements and will be complete in all material respects.

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For further details, see "*Terms of the Issue*" on page 423.

Undertakings by our Company

Our Company undertakes the following:

i. adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.

ii. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

iii. all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Issue Closing Date or such other period as may be prescribed;

iv. 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. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;

v. the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

vi. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Issue Closing Date or such other 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;

vii. that if our Company does not proceed with the Issue after the Bid/ Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two Working Dats of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The Stock Exchanges shall be informed promptly;

viii. that if the Issue is withdrawn after the Bid/ Issue Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Issue subsequently;

ix. Except for any issue of Equity Shares pursuant to (i) the Fresh Issue; (ii) the Pre-IPO Placement; and conversion of Series A CCPS prior to filing of the Red Herring Prospectus, no further issue of Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.; and

x. Compliance with all disclosure and accounting norms as may be specified by SEBI from time to time.

Utilisation of Issue Proceeds

Our Company specifically confirm that (i) all monies received out of the Issue 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, (ii) 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 Gross Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and (iii) details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company 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 ₹1.00 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or 1% of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. 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 (*earlier known as the Department of Industrial Policy and Promotion*) ("**DPIIT**") issued the FDI Policy, which with effect from October 15, 2020 consolidated, subsumed superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as of and prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. For further details, see "*Key Regulations and Policies*" on page 277.

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 FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Issue Procedure – Bids by Eligible NRIs*" and "*Issue Procedure – Bids by FPIs*" on pages 439 and 440.

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, as prescribed in the FDI Policy and the FEMA Non-debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-debt Instruments Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. 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 Issue in writing about such approval along with a copy thereof within the Bid/ Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in the Issue. For further details, see "*Issue Procedure*" on page 433.

The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act and shall not be offered or sold within the United States, Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs 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. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION INTERPRETATION

Capitalized terms used in this section have the meaning that has been given to such terms in our Articles of Association. Pursuant to Schedule I of Companies Act and the SEBI ICDR Regulations, the main provisions of our Articles of Association are detailed below.

Our Articles of Association have been adopted pursuant to a special resolution passed by the Shareholders of our Company at their meeting held on June 29, 2026. No material clause that may have a bearing on the Issue has been left out from disclosure in this Draft Red Herring Prospectus.

*Our Articles of Association currently comprises three parts (i.e. Part A, Part B and Part C) which shall, unless the context otherwise requires, co-exist with each other until the filing of the red herring prospectus of the Company is filed in connection with the Issue ("**RHP Filing Date**"). Part A of our Articles of Association contains provisions that apply to a public company, and without incorporating any special rights of the Shareholders. Part B and Part C of our Articles of Association contains the special rights available to certain Shareholders. Upon filing of this DRHP, Part B stood amended by way of, and to the extent and in the manner, provided in Part C of our Articles of Association. All articles of Part B and Part C shall automatically terminate immediately prior to the RHP Filing Date, or such earlier date as prescribed by SEBI, and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or the Shareholders.*

In case of failure of the Company to consummate the Issue within the QIPO Long Stop Date (as defined thereunder), or the Board decides not to undertake the Issue, as the case may be, Part B of our Articles of Association shall be automatically, and without any further action by any party to the Shareholders' Agreement, re-instated to the position as it stood immediately prior to Part C becoming effective.

In case of a conflict or inconsistency or contradiction or overlap between Part A on the one hand and Part B and Part C on the other hand, the provisions of Part B as read with Part C, subject to applicable law, over-ride and prevail over Part A of our Articles of Association until termination of Part B and Part C, provided that, in case of any conflict between Part B and Part C, the provisions of Part C shall prevail.

PART A

DEFINITIONS AND INTERPRETATION

1. In these Articles, unless the context otherwise requires:

(a) "**Act**" shall mean the Companies Act, 2013 and includes any rules, regulations, circulars and notifications framed and issued thereunder and any statutory modification or re-enactment thereof for the time being in force as amended from time to time.

(b) "Applicable Law(s)" means all laws, by-laws, rules, regulations, orders, ordinances, protocols, codes, guidelines, policies, notices, directions, judgments, decrees or other requirements specifically including any governmental authority or person acting under the authority of any Governmental Authority and/ or of any statutory authority in India, and specifically including, the Securities & Exchange Board of India and/ or of a Stock Exchange, as may be amended from time to time and as applicable on the Company.

(c) "**Articles**" means these articles of association of the Company as altered from time to time.

(d) "**Auditor**" means the statutory auditor of the Company;

(e) "**Board**" shall mean the board of directors of the Company duly called and constituted.

(f) "**Beneficial Owner(s)**" means a beneficial owner as defined in Section 2(1)(a) of the Depositories Act;

(g) "**Chairman**" or "**Chairperson**" means a Director designated as the Chairman or Chairperson of the Company by the Board of Directors for the time being;

(h) "**Company**" shall mean TMC Transformers (India) Limited.

(i) "**Director**" shall mean a director of the Company in office at the applicable time, appointed in in accordance with the Act, other Applicable Law and the provisions of these Articles.

(j) **"Depositories Act"** shall mean the Depositories Act, 1996 as amended and the rules framed thereunder or any statutory modification or re-enactment thereof for the time being in force.

(k) **"Depository"** shall mean a depository as defined in Section 2(1)(e) of the Depositories Act.

(l) "Debentures" 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.

(m) "**Equity Shares"** shall mean the issued, subscribed and fully paid-up equity shares of the Company having the face value set out in the Memorandum of Association.

(n) "**Extraordinary General Meeting"** means an extraordinary general meeting of the Company convened and held in accordance with the Act;

(o) "**Exchange"** shall mean BSE Limited and the National Stock Exchange of India Limited.

(p) **"Financial Year"** means the period from 1 April of a calendar year to 31 March of the following calendar year;

(q) "**Lock-in Period**" shall mean in case of an initial public offering, the period for which the entire pre-listing capital of the Company is required to be locked-in, in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

(r) "**Member**" or "**Shareholder**" means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the Beneficial Owners whose names are recorded as such with the Depository.

(s) "**Memorandum of Association**" or "**Memorandum**" means the memorandum of association of the Company, as may be altered from time to time.

(t) "**Office**" means the registered office of the Company;

(u) "**Officer**" shall have the meaning assigned thereto by Section 2(59) of the Act;

(v) **"Ordinary Resolution"** shall have the meaning assigned thereto by the Act;

(w) "**Meeting**" or "**General Meeting**" means any duly convened meeting of the shareholders of the Company and any adjournments thereof.

(x) "**Person**" means any natural person, limited or unlimited liability company, corporation, partnership (whether limited or unlimited), proprietorship, Hindu undivided family, trust, union, association, Government or any agency or political subdivision thereof or any other entity that may be treated as a person under Applicable Law.

(y) **"The Registrar"** means the Registrar of Companies of the state in which the office of the Company is for the time being situated

(z) "**Relative"** shall mean a relative as defined under the Act;

(aa) **"Rules**" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

(bb) **"Register of Members**" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository;

(cc) **"Securities"** or "**Share"** means all classes of shares in the share capital issued from time to time, together with all rights, differential rights, obligations, title, interest and claim in such shares and shall be deemed to include all bonus shares issued in respect of such shares and shares issued pursuant to a stock split in respect of such shares and shall for avoidance of doubt include Equity Shares and preference shares;

(dd) **SEBI**" shall mean the Securities and Exchange Board of India.

(ee) "**Shareholders**" or "**Members**" shall mean the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a depository, the Beneficial Owners whose names are recorded as such with the depository;

(ff) **"Subsidiary"** shall mean a subsidiary of the Company and have the meaning assigned to such term in section 2(87) of the Act.

(gg) "**Special Resolution"** shall have the meaning assigned thereto by the Act.

Except where the context requires otherwise, these Articles will be interpreted as follows:

- headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles.
- where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;
- words importing the singular shall include the plural and vice versa;
- all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders;
- the expressions "hereof", "herein" and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;
- the ejusdem generis (of the same kind) rule will not apply to the interpretation of these Articles. Accordingly, include and including will be read without limitation;
- any reference to a person includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political sub division thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits,
- include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns;
- a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;
- references made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs.
- a reference to a statute or statutory provision includes, to the extent applicable at any relevant time:
    - that statute or statutory provision as from time to time consolidated, modified, re-enacted or replaced by any other statute or statutory provision; and
    - any subordinate legislation or regulation made under the relevant statute or statutory provision;
- references to writing include any mode of reproducing words in a legible and non transitory form; and
- references to Rupees, Rs., INR, ₹ are references to the lawful currency of India.

SHARE CAPITAL AND VARIATION OF RIGHTS

2. The authorised share capital of the Company is as stated in Clause V of the Memorandum of Association of the Company, with the power to increase its capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles and to vary, modify or commute or abrogate any such rights, privileges or conditions only in such manner as may for the time being be provided by these Articles or the Act. The rights of the shareholders shall be determined at the time of issue thereof.

3. Any shares of the original or increased capital may, from time to time, be issued with any such guarantee or any right of preference, whether in respect of dividend or of repayment of capital or both or any such other special privilege or advantage over any shares previously issued or then about to be issued or with such deferred or qualified rights as compared with any shares previously issued or subject to any such approvals or conditions and with any special right or limited right or without any right of voting and generally on such terms as the Company may, from time to time, determine.

4. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board 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 at a discount (subject to compliance with the provisions of the Act) and at such time as they may from time to time think fit and with the sanction of the Company in a 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 Board deems fit, and may issue

and allot shares in the capital of the Company on payment in full or part of any property sold or transferred or for any services rendered by the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call shares shall not be given to the person or persons without the sanction of the Company in the General Meeting.

5. Except as required by law, no person shall be recognized 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 recognize (even when having notice thereof) any equitable, contingent, future, or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by Applicable Law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

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 of the Act and whether or not the Company is being wound up, be varied with consent in writing of the holders of 3/4th (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 Articles relating to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least 1/3rd (one-third) of the issued shares of the class in question.

6.1. Subject to the provisions of the Act and other Applicable Laws, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any Shares or Debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for Shares or Debentures of the Company, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.

6.2. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act.

6.3. The Company may also, in any issue, pay such brokerage as may be lawful.

6.4. 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 in accordance with Applicable Law.

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. Where at any time, it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of increased share capital, 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 these shares at that date; (b) Such offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall 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 them in favour of any other person and the notice as aforesaid shall contain a statement of this right; provided that the directors may decline, giving reasons for refusal to allot any shares to any person in whose favour any member may renounce the shares offered to him (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 may dispose of them in such manner which is not disadvantageous to the members and the Company; (e) employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other Applicable Laws; or (e) any persons, whether or not those persons include the persons referred to above, either for cash or for a consideration other than cash, if the price of such Shares is determined by the valuation report of a registered valuer, subject to compliance with the applicable provisions of Chapter III of the Act and any other conditions as may be prescribed, if a special resolution to this effect is passed by the Company in a general meeting; Notwithstanding anything contained in the preceding sub-clause, the Company may by an ordinary or a special resolution (as may be prescribed under the Act) make a preferential issue of securities (including Debentures) to any person, whether such person is a member of the Company or not. Provided that in respect of issue of shares as aforesaid, subsequent to listing of the equity shares of the Company on the Exchange(s) pursuant to the initial public offer or otherwise, the price of the shares shall be determined in accordance with applicable provisions of regulations made by Securities and Exchange Board of India and/or other Applicable Laws and the requirement for determination of price through valuation report of

a registered valuer under the Act and the rules made thereunder shall not be applicable unless otherwise required under the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any other.

9. Subject to the provisions of the Act, the Company shall have the power, by means of a special resolution to be passed at a General Meeting of the Company, to issue sweat equity shares of a class of shares already issued.

10. Subject to the provisions of Section 55 and other applicable provisions of the Act, any preference shares may 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.

KINDS OF SHARE CAPITAL

11. The Company may issue the following kinds of shares in accordance with these Articles, the Act and other Applicable Laws:

a. Equity share capital:

i. with voting rights; and/or

ii. with differential rights as to dividend, voting or otherwise in accordance with the Act; and

b. Preference share capital.

Further, the Company in General Meeting may decide to issue fully paid up bonus share to the member if so recommended by the Board of Directors and in accordance with Applicable Law.

DEMATERIALIZATION OF SHARES

12. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its shares and to offer shares in a dematerialized form pursuant to the Depositories Act.

13. Notwithstanding anything contained in these Articles, and subject to the provisions of law for the time being in force, the Company shall on a request made by a Beneficial Owner, re-materialize the shares, which are in dematerialized form.

14. Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other Applicable Law.

15. Every person subscribing to the shares offered by the Company shall have the option to receive share certificates or to hold the shares with a depository. Such a person who is the Beneficial Owner of the shares can at any time opt out of a depository, if permitted by the law, in respect of any shares in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed, issue to the Beneficial Owner the required certificate of shares. If a person opts to hold his shares with a depository, the Company shall intimate such depository the details of allotment of the share, and on receipt of the information, the depository shall enter in its record the name of the allottee as the Beneficial Owner of the share.

16. All shares held by a depository shall be dematerialized and shall be in a fungible form.

17. (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of shares on behalf of the Beneficial Owners.

(ii) Save as otherwise provided in 17(i) above, the depository as the registered owner of the shares shall not have any voting rights or any other rights in respect of shares held by it.

(iii) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the depository shall be deemed to be the owner of such shares and shall also be deemed to be the member of the Company. The Beneficial Owner of the Shares shall be entitled to all the liabilities in respect of his shares which are held by a depository.

18. The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Companies Act and the Depositories Act with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of Beneficial Owner maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of the Act. The Company shall have the power to keep in any state or country outside India, a branch register of members, resident in that state or country. Notwithstanding anything in the Act or these Articles to the contrary, where shares are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or disks or any other mode as prescribed by law from time to time.

19. Nothing contained in these Articles (pertaining to production of instrument of transfer for transfer of securities and related matters) shall apply to a transfer of securities effected by a transferor and transferee both of who are entered as Beneficial Owners in the records of a depository.

20. Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

21. Nothing contained in the Act or these Articles regarding the necessity to have distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

SHARES AT THE DISPOSAL OF THE BOARD OF DIRECTORS

22. 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 Board of Directors who may by sending a letter of offer, issue, allot or otherwise dispose of all or any of such shares to such person(s) or employees (under employee stock option plan passed by Special Resolution), in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and, with the sanction of the Company in General Meeting, give to any person(s) or employees the option or right to call for any shares either at par or premium during such time and for such consideration as the Board of 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. As regards all allotments, from time to time made, the Directors shall duly comply with the Act, as the case may be.

TERMS OF ISSUE OF DEBENTURES

23. 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 and attending (but not voting) at General Meetings, 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 General Meeting accorded by a Special Resolution.

LOCK-IN OF PLEDGED SHARES

24. Notwithstanding anything contained in these Articles, where any shares held by persons other than the Promoters are pledged or encumbered and are required to be locked-in under any Applicable Law, the Company shall not register any transfer, invocation, enforcement, release or further encumbrance on such shares in violation of such lock-in.

25. (i) Notwithstanding anything to the contrary contained in these Articles, where any Equity Shares held by persons other than promoters of the Company are required to be locked-in and such lock-in cannot be created or recorded by Depository for any reason whatsoever including where such Equity Shares are (a) subject to pledge; or (b) under "freeze balance" or "safe balance", or (c) any other form of encumbrance as may be recorded with the Depositories, on a day prior to the commencement of the lock-in period, the Company shall have the power to issue instructions to the Depository, directing them to record such Equity Shares as "non-transferable" for the duration of the applicable lock-in period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the relevant laws. Further in terms of relevant provisions of SEBI (Issue of Capital and Disclosure R Regulations, during which time neither the shareholder, nor any pledgor or pledgee, shall sell, transfer or otherwise deal in such shares or securities in any manner whatsoever, and any shares or securities issued or allotted by way of bonus, rights or otherwise in respect thereof shall also remain subject to the same restrictions for the remaining lock-in period and the Company shall issue necessary intimations to the concerned lenders or pledgees, with the Board of Directors being authorised to do all acts and undertake necessary actions as

may be required to implement this clause and to remove such non-transferable status on the shares or other securities, upon expiry of the lock-in period.

(ii) In the event of invocation of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so transferred or received by the pledgee upon such invocation shall continue to remain locked-in in the account of the pledgee for the balance Lock-in Period.

(iii) In the event of release of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so released shall continue to remain locked-in in the account of the pledgor for the balance Lock-in Period.

TRANSFER AND TRANSMISSION OF SHARES

26. The Company, by itself or through its Registrar and share transfer agent, shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.

Transfer of shares

(i) The members of the Company shall transfer securities only in a dematerialized form;

(ii) No fee shall be charged for registration of transfer or transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents.

(iii) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. The instrument of transfer of any share shall be in writing and all the provisions of the Act including Section 56, 57 and 58, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

(iv) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

(v) The transferor and the transferee of the securities shall comply with the requirements under the Applicable Laws.

(vi) The securities or other interest of any Member shall be freely transferable. Provided that, subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, subject to the right of appeal conferred by the Act, and after providing sufficient cause, decline to register or acknowledge (a) the transfer of a share, whether fully paid share or not, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a lien, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company.

(vii) 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 of the Act; (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.

(viii) On giving not less than seven days' previous notice in accordance with section 91 of the Act and rules made thereunder, 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.

(ix) Such right to refusal shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases, the Directors shall within fifteen days from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer giving reasons for such refusal provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on shares.

(x) Transfer of shares/ debentures in whatever lot shall not be refused.

(xi) The transfer of shares/ debentures shall be in compliance with Applicable Laws including the Act and the rules made thereunder and applicable regulations issued by Securities and Exchange Board of India.

27. Transmission of shares

(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) above 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.

(iii) 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. 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.

(iv) 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. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(v) 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.

(vi) 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.

LIEN

28. (i) The Company shall have a first and paramount lien:

(a) on all shares/debentures (other than fully paid shares/debentures) standing registered in the name of a member (whether solely or jointly with others), and

(b) on every share/debenture (other than fully paid shares/debentures), upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. 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.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this article.

(ii) Fully paid shares/ debentures shall be free from all lien and in the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares/ debentures.

29. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 (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.

30. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares 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.

31. (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

32. Subject to the provisions of the Act and these Articles, the Equity Shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose off 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 at a discount (subject to the compliance with Section 53 of the Act), and at such time as they may from time to time think fit and proper and with the sanction of the Company in a general meeting, if any required under the applicable provisions of law. The Company may give to any person or persons the option or right to call for any Shares either at par or at a premium during such time and for such consideration as the Directors think fit, and may also issue and allot Shares in the capital of the Company on payment in full or part payment 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 be so allotted may be issued as fully paid up Shares and if so issued shall be deemed to be fully paid up Shares. Provided that the option or right to call of Equity Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting

33. (i) The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed 1/4th (one-fourth) of the nominal value of the share or be payable at less than 1 (one) month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least 14 (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.

34. 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.

35. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

36. (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 10 (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.

37. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

38. The Board:

(i) may, if it thinks fit and subject to the provisions of the Act, agree to and 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 beyond the sums actually called for;

(ii) any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared;

(iii) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in General Meeting shall otherwise direct, 12 (twelve) percent per annum, 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. The Board may at any time repay the amount so advanced. The member shall not be entitled to any voting rights in respect of the monies so paid by him, until the same would, but for such payment, become presently payable; and

(iv) The provisions of these Articles shall *mutatis mutandis* apply to any calls on debentures of the Company.

FORFEITURE OF SHARES

(i) If a Member fails to pay any call, or instalment of a call or any money due in respect of any share on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Members or their legal representatives requiring the payment of such part of the call or instalment or other money as is unpaid, together with any interest which may have accrued thereon. Upon failure to comply with the terms of the notice, the Company reserves the right to forfeit such shares.

(ii) The notice aforesaid shall:

a. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

(iii) 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.

(iv) A forfeited share in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-issued or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

(v) 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.

(a) The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. 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.

(b) The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles expressly saved.

(vi) (a) A duly verified declaration in writing that the declarant is a Director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(b) The Company may receive the consideration, if any, given for the share on any sale, re-issuance or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(c) The transferee shall thereupon be registered as the holder of the share; and

(d) 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.

PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

The Board –

(a) may, subject to provisions of the Act, 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;

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable by him; and

(c) The Directors may at any time repay the amount so advanced.

The provisions of these Articles shall *mutatis mutandis* apply to the calls on debentures of the company.

ALTERATION OF CAPITAL

39. 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.

40. Subject to the provisions of Section 61 of the Act, the Company may by ordinary resolution, in a General Meeting may, from time to time, alter its Memorandum for all or any of the following purposes:

a. To increase or reclassify its authorised share capital by such amount as it thinks expedient;

b. To consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

c. To convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;

d. To sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub-division, the proportion between the amount paid and the amount, if any unpaid, on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

e. To cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any persons and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of the capital of the Company within the meaning of the Act.

41. Where shares are converted into stock:

(i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

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;

(ii) 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; and

(iii) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those articles shall include "stock" and "stock-holder" respectively.

42. Subject to the Act, and after obtaining the sanction of the Company in a General Meeting by Special Resolution, the shares in the capital of the Company may be allotted or otherwise disposed of by the Board by way of a preferential offer of shares on a private placement basis.

43. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law:

(i) its share capital;

(ii) any capital redemption reserve account; or

(iii) any share premium account.

FURTHER ISSUE OF SHARE CAPITAL

44. (i) Where at any time, a company having share capital proposes to increase its subscribed capital by issue of further Shares, such shares shall be offered, subject to the provisions of Section 62 of the Act, and the rules made thereunder:

a. to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—

1) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

2) 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 (1) shall contain a statement of this right; and

3) 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 may dispose of them in such manner which is not dis-advantageous to the shareholders and the Company.

b. to employees under any scheme of employees' stock option, subject to special resolution passed by the shareholders of the Company and subject to the applicable rules and such other conditions as may be prescribed under Applicable Law; or

notwithstanding anything contained in sub-clause (a), the further shares aforesaid may be offered to any persons whether or not those persons include the persons referred to in clause (a) or clause (b), if it is authorised by a special resolution, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer, subject to the compliance with the applicable provisions of Chapter III and any other conditions as may be prescribed under the Act and subject to the compliance with any other applicable provisions of the Act and any other conditions as may be prescribed under Applicable Law.

(ii) The notice referred to in (i)(a)(1) above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue.

(iii) Nothing in (i)(a)(2) above 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 compromised in the renunciation.

(iv) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the Company. Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

Notwithstanding anything contained in (iv) above, where any debentures have been issued, or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion. Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

The Company may as per the applicable provisions of the Act, issue shares under preferential basis and private placement.

PREFERENCE SHARES

45. **a. Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

b. Convertible Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

c. Compulsorily Convertible Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis compulsorily convertible preference shares, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for conversion of such shares into such securities on such terms as they may deem fit.

RIGHTS TO ISSUE SHARE WARRANTS

46. The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

COMPROMISE, ARRANGEMENTS AND AMALGAMATIONS

47. Subject to the applicable provisions of the Act, the Company is empowered to enter into any Schemes of Arrangement or compromises with its creditors and/or members of the Company and/or any class of such creditors or members, including but not limited to hive-off or demerger of any of its business or units and also to amalgamate or cause itself to be amalgamated with any other person, firm or body corporate.

CAPITALISATION OF PROFITS

48. (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 be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

49. (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; and

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).

(iii) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(iv) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

50. (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 thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power 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.

BUY-BACK OF SHARES

51. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 of the Act 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

52. An annual general meeting shall be held in each calendar year within 6 (six) months following the end of the previous financial year of the Company or such extended time in accordance with the Act. The Board of Directors shall issue the notice of the annual general meeting together with the annual financial statement, auditors report and other annexures as required under the Act to all members and others entitled to receive such notice in accordance with the provisions of the Act to approve and adopt the audited financial statements.

53. All General Meetings other than the annual general meeting shall be called Extraordinary General Meetings.

54. The Board may, whenever it thinks fit, call an Extraordinary General Meeting. 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. The Board shall, on the requisition of members of the Company, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act. The annual general meeting and extraordinary general meeting may be called after giving shorter notice as per the Act.

55. General Meetings, other than the annual general meeting (which shall be held at any place within the city, town or village in which the registered office of the Company is situated) may be held at any place, and subject to the Act for any General Meeting where the Company makes arrangements, the shareholders may attend by way of, video conference or through any other medium as may be permitted under the Act.

56. 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. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.

57. The chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company.

58. If there is no such chairperson, or if such Chairperson 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.

59. 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.

60. At any General Meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded or the voting is carried out electronically, be decided on a show of hands. 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. 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. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

61. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

62. 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.

63. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

64. 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.

65. (*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.

66. Any member of a company entitled to attend and vote at a Meeting of the Company shall be entitled to appoint another person as a proxy to attend and vote at the Meeting on his behalf. Such proxy shall have the right to speak at such Meeting and shall be entitled to vote, whether by show of hands, a poll or otherwise. Further a person appointed as proxy is permitted to act on behalf of any number of members and/or any number of shares, without any limit.

An instrument appointing a proxy shall be in the form as prescribed under Section 105 of the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorised

in writing or if appointed by a body corporate either under its common seal, if any, or under the hand of its officer or attorney duly authorised in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

67. The instrument appointing a proxy and power-of-attorney or other authority, (if any), under which it is signed or a notarised copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (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.

68. On a poll taken at a Meeting of a Company, a member entitled to more than 1 (one) vote, or his proxy or other person entitled to vote for him, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

69. (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.

BOARD OF DIRECTORS

70. The number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum or a majority of them.

The First Directors of the Company are:

1. Mr. Andrea Giorgio Colombo

2. Mr. Shiraz Ali Sacoor

71. The directors shall not be required to hold any qualification share(s) in the Company.

72. (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 or any committee thereof or General Meetings of the Company; or

(b) in connection with the business of the Company.

73. The number of directors shall not be less than 3 (three) at any time and may exceed 15 (fifteen) only on receipt of sanction from the members by way of a special resolution in this regard.

74. The Board shall have the power to appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.

75. The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those sections of the Act) make and vary such Articles as it may think fit with respect to keeping of any such register.

76. 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.

77. The company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

78. 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,

79. (i) Subject to the provisions of Section 149 of the Act, 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 in Article 76.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

(iii) The Board shall comprise of required number of independent directors subject to the provisions of the Act and the Rules prescribed thereunder.

(iv) If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by Members in the immediate next General Meeting. The Director so appointed shall hold office only up to the date which the Director in whose place he is appointed would have held office if it had not been vacated.

(v) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the **Original Director**") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provision of the Act. An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India, the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

80. At the annual general meeting of the Company to be held every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election.

81. A retiring Director shall be eligible for re-election and the Company, at the annual general meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

82. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

83. Subject to the provisions of Section 58 and 59 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in or debentures of the Company. The Company shall within a period of thirty (30) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being 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.

PROCEEDINGS OF THE BOARD

84. (i) The Board 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 or any person authorized by the Board on this behalf, on the requisition of a director shall, at any time, summon a meeting of the Board.

85. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.

86. 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.

87. (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 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose 1 (one) of their number to be chairperson of the meeting.

88. (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.

89. (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 5 (five) minutes after the time appointed for holding the meeting, the members present may choose 1 (one) of their members to be chairperson of the meeting;

(iii) A committee may meet and adjourn as it thinks fit; and

(iv) 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.

90. 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.

91. 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.

BORROWING POWERS

92. Subject to the Articles, the Directors may, from time to time, at their discretion, raise or borrow or secure the payment of any sum or sum of money for the purpose of the Company's business and may secure the payment or repayment of such money by mortgage or charge upon the whole or any part of the assets and property of the Company (present and future), including its uncalled and unpaid capital.

93. Subject to the Articles, any bonds, debentures/ stock or other securities issued by the Company shall be under the control of the Directors who may issue them upon terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

REMUNERATION OF DIRECTORS

94. a. A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

b. The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any

Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

c. The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

MANAGING DIRECTOR / WHOLE-TIME DIRECTOR

95. The Board may from time to time appoint 1 (one) or more directors to be managing directors or whole time directors for such terms, and at such remuneration (whether by way of salary or commission or participation in profits or partly in 1 (one) way and partly in another) as it may think fit. But his appointment shall be subject to determination *ipso facto* if he ceases from any case to be a director of the Company or General Meeting resolves that his tenure of office of managing director / whole time director be determined.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

96. Subject to the provisions of the Act:

(i) chief executive officer(s), manager, company secretary and/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(s), 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. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time.

A provision of the Act or these Articles 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.

DIVIDENDS AND RESERVE

97. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. Further, no dividend shall be declared unless carried over previous losses and depreciation not provided in previous year or years are set off against profit of the Company for the current year.

98. Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company:

99. (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, thinks 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.

100. (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 Article 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.

101. 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.

102. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by using electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer, or 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.

(iii) Any dividend, interest or other monies may be paid either directly or through the depositories or through the Registrar to an Issue and Share Transfer Agent

103. Any 1 (one) of 2 (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.

104. 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.

105. No dividend shall bear interest against the Company.

106. Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the Unpaid Dividend Account ("**Unpaid Dividend Account**").

107. Any money transferred to the Unpaid Dividend Account of the Company in pursuance of this Article which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the fund known as Investor Education and Protection Fund established under Section 125(1) of the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.

108. All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of the Investors Education and Protection Fund subject to the provisions of the Act and Rules.

109. No unclaimed or unpaid dividend shall be forfeited by the Board before it becomes barred by law.

ACCOUNTS

110. (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.

SECRECY

111. Every director, manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall observe strict secrecy in respect of all transaction of the Company with the customers and the state of accounts with individuals and in matters relating thereto and shall not reveal in the discharge of his duties except when required to do so by the directors as such or by any meeting or by court of law or by the person to whom such matters relate and except so for as may be necessary in order to comply with any of the provisions in these presents contained.

WINDING UP

112. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets, shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up as at the commencement of the winding up, on the shares held by them respectively. If in a winding up the assets available for distribution among the member is more than sufficient to repay the whole of the capital at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holder of shares issued upon special terms and conditions.

113. (i) If the Company shall be wound up whether voluntary, or otherwise, the liquidators may with the sanction of a special resolution and with such other consents required under the Act and other Applicable Law, divide amongst the members in specie or kind any part of the assets of the Company as the liquidators, with the like sanction, shall think fit.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND INSURANCE

114. Subject to the provisions of the Act every director of the Company, officer (whether managing director, manager, secretary or other officer) or employee or any person employed by the Company as auditor shall be indemnified by the Company against liability in respect of matters which arise from acts or omissions of the relevant person in the ordinary course of discharging his or her authorized duties other than liability which arises as a result of that persons dishonesty, fraud or negligence. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

GENERAL POWER

115. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

Part B and Part C of the Articles of Association provide for, amongst other things, the rights and obligations of certain Shareholders pursuant to the SHA, as amended by the WCA Agreement. For further details, see "*History and Certain Corporate Matters – Shareholders' agreements and other material agreements"* on page 287.

SECTION IX – 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 which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC, and will also be available at the following weblink: http://www.tmc-india.com. Physical copies of the above- mentioned documents referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date.

Material contracts to the Issue

1. Issue Agreement dated June 30, 2026 entered into among our Company and the BRLMs.

2. Registrar Agreement dated June 30, 2026 entered into among our Company and the Registrar to the Issue.

3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

4. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the BRLMs, the Syndicate Members, the Bankers to the Issue, and the Registrar to the Issue.

5. Syndicate Agreement dated [●] entered into among our Company, the BRLMs, the Registrar to the Issue and the Syndicate Members.

6. Underwriting Agreement dated [●] entered into among our Company and the Underwriters.

Material Documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended.

2. Certificate of incorporation dated February 18, 2009, in the name of TMC Transformers (India) Private Limited.

3. Certificate of registration dated March 18, 2019, issued by registrar of companies, Ahmedabad to our Company, pursuant to an order of regional director for change in our registered office from state of Telangana to state of Gujarat.

4. Fresh certificate of incorporation dated June 11, 2025, issued to our Company by the Registrar of Companies, Central Processing Centre, pursuant to conversion of our Company from private limited to public limited and consequent change in the name of our Company from "TMC Transformers (India) Private Limited" to "TMC Transformers (India) Limited".

5. Resolution dated June 25, 2026, passed by the Board authorising the Issue and other related matters.

6. Resolution dated June 29, 2026 passed by the Shareholders authorising the Issue and other related matters.

7. Resolution dated June 30, 2026, passed by the Board approving this Draft Red Herring Prospectus, the Draft Abridged Prospectus and certain other related matters.

8. Resolution dated June 30, 2026, passed by the Audit Committee approving the KPIs.

9. Resolution dated June 30, 2026, passed by the Board of Directors of our Company approving the Objects of the Issue.

10. Copies of the annual reports of our Company as on and for the Fiscals 2025, 2024, and 2023.

11. Share swap agreement dated April 16, 2025 entered into between ATSPL, Hriday Narayan R Shukla, Sidhinarayan Ramashankar Shukla, Gaurav R Shukla and our Company.

12. Valuation report dated April 01, 2025, issued by Manish Santosh Buchasia in relation to acquisition of ATSPL.

13. Share Subscription Agreement dated January 20, 2026 as amended by the addendum agreement dated February 19, 2026 (hereinafter referred to as "India SME SSA") entered into amongst (a) India SME Investments Fund II, (b) our Promoter (c) Promoter Affiliates (as defined under India SME SSA) (d) Other Shareholders (as defined under India SME SSA) and our Company.

14. Valuation report dated February 5, 2026, issued by Manish Santosh Buchasia in relation to Share Subscription Agreement dated January 20, 2026 as amended by the addendum agreement dated February 19, 2026 (hereinafter referred to as "India SME SSA") entered into amongst (a) India SME Investments Fund II, (b) our Promoter (c) Promoter Affiliates (as defined under India SME SSA) (d) Other Shareholders (as defined under India SME SSA) and our Company.

15. Share Subscription Agreement dated June 24, 2026 entered into amongst (a) Motilal Oswal Finvest Limited, (b) Frangipani Capital Advisors LLP, (c) Hriday Narayan R Shukla, our Promoter, and (d) our Company

16. Valuation report dated June 17, 2026, issued by Manish Santosh Buchasia in relation to Share Subscription Agreement dated June 24, 2026 (hereinafter referred to as "Motilal SSA") entered into amongst (a) Motilal Oswal Finvest Limited ("Motilal"), (b) Frangipani Capital Advisors LLP ("Frangipani"), (c) Hriday Narayan R Shukla, our Promoter, and (d) our Company.

17. Amended and Restated Shareholders' Agreement dated June 24, 2026 (hereinafter referred to as "SHA") entered into amongst (a) India SME Investments Fund II, Motilal Oswal Finvest Limited, Frangipani Capital Advisors LLP (collectively "Investors"), (b) our Promoter, (c) Promoter Affiliates (as defined under SHA) (d) Other Shareholders (as defined under SHA) and our Company read with the Waiver Cum Amendment Agreement dated June 26 2026.

18. Non-Compete Agreement dated June 12, 2026, executed between our Company and United Insulation Industries (partnership firm).

19. Report titled "Strategic outlook on India's transformer market" dated June, 2026 issued by CRISIL.

20. Consent letter dated June 29, 2026 issued by CRISIL, with respect to the CRISIL Report.

21. The examination report dated June 30, 2026 of the Statutory Auditors on the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

22. Written consent dated June 30, 2026 from M/s. M P P S & Co, Chartered Accountants, (firm registration number 140400W) holding a valid peer review certificate from ICAI, to include their name as required under section 26 (1) 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 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated June 30, 2026 on our Restated Consolidated Financial Information; and (ii) their report dated June 30, 2026 on the statement of special tax benefits available to our Company, Material Subsidiary and Shareholders and other certificates, included in this Draft Red Herring Prospectus; and (iii) the certificates issued in connection with the Issue in their capacity as the Statutory Auditor of our Company. 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.

23. Written consent pursuant to the certificate dated June 29, 2026 from Atulkumar Kantilal Soni, Heterogeneous Industrial Solutions Private Limited, an independent chartered engineer (registration number: M-150264-0), to include his name 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 his capacity as a chartered engineer, in relation to his certificate dated June 29, 2026, certifying *inter alia* the annual installed capacity, actual production and capacity utilisation of the of the Transformer Manufacturing Facility and the CRGO Processing Facility and certain details in relation to our manufacturing process, 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 U.S. Securities Act.

24. Written consent dated June 30, 2026, from CMS & Associates, an independent firm of practicing company secretaries, holding a valid peer review certificate from ICSI 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, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of their search report and certificate on compliance with Companies Act dated June 30, 2026, in connection with the Issue, 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 U.S. Securities Act.

25. Written consent dated June 29, 2026 from RBSA Advisors LLP, Independent Consultant, 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, Red Herring Prospectus and the Prospectus and as an "expert" as defined under Section 2(38)

of the Companies Act, 2013, in relation to their Project Report dated June 29, 2026 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.

26. Consents of the BRLMs, the Registrar to the Issue, the Syndicate Members, Bankers to the Company, Escrow Collection Bank(s), Public Issue Account Bank(s), Refund Bank(s) and Sponsor Bank(s), Monitoring Agency, the legal counsel to our Company, our Directors, our Promoter, our Chief Financial Officer, and the Company Secretary and Compliance Officer, to act in their respective capacities.

27. Report on the statement of special tax benefits on direct taxes and indirect taxes available to our Company, its Material Subsidiary and Shareholders, dated June 30, 2026, issued by the Statutory Auditors.

28. Tripartite agreement dated June 10, 2026, among our Company, NSDL and the Registrar to the Issue.

29. Tripartite agreement dated June 10, 2026, among our Company, CDSL and the Registrar to the Issue.

30. Certificates dated June 30, 2026, from M/s. M P P S & Co, Chartered Accountants, with respect to our key performance indicators.

31. Due diligence certificate to SEBI from the BRLMs dated June 30, 2026.

32. Certificate dated June 30, 2026, obtained from Statutory Auditors, with respect to (i) details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoter, the Promoter Group or Shareholder(s) with rights to nominate Director(s) or other special rights; (ii) weighted average cost of acquisition of all shares transacted in the last eighteen months, one year and three years preceding the date of this Draft Red Herring Prospectus; (iii) average cost of acquisition of Equity Shares for our Promoter; and (iv) weighted average price at which the Equity Shares were acquired by our Promoter in the last one year preceding the date of this Draft Red Herring Prospectus.

33. Certificate dated June 30, 2026, obtained from Statutory Auditors, with respect to the outstanding dues to creditors and micro, small and medium enterprises.

34. Certificate dated June 30, 2026, obtained from Statutory Auditors, with respect to our financial indebtedness.

35. Certificate dated June 30, 2026, obtained from Statutory Auditors, with respect to our working capital requirements.

36. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

37. Final observation letter bearing number [●] dated [●] issued by SEBI.

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 with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____
Hriday Narayan R Shukla
(*Chairman and Managing Director)*

Place: Vadodara
Date: June 30, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Boards of India Act, 1992, as amended, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____
Venkatasesha Sita Rama Venugopal Kalavagunta
(Executive Director)

Place: Vadodara
Date: June 30, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Adit Harshad Dawda
(Non-Executive Nominee Director)

Place: Mumbai
Date: June 30, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____
Hemang Mehta
(*Independent Director)*

Place: Vadodara
Date: June 30, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____
Harshil Rajendra Patel
(*Independent Director)*

Place: Vadodara
Date: June 30, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____
Nitin Jayantibhai Rathod
(*Independent Director)*

Place: Kathmandu
Date: June 30, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____
Dipali Desai
(*Independent Director)*

Place: Vadodara
Date: June 30, 2026

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

_____
Saurabh Dharamsibhai Patel
(*Chief Financial Officer)*

Place: Mumbai
Date: June 30, 2026