DRAFT RED HERRING PROSPECTUS
Dated February 4, 2025
Please read section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

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

ATLANTA ELECTRICALS LIMITED

CORPORATE IDENTITY NUMBER: U31110GJ1988PLC011648

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
Plot No. 1503/4, GIDC Estate, Vithal Udyognagar, Anand – 388 121, Gujarat, India	Tejalben Saunakkumar Panchal (*Company Secretary and Compliance Officer*)	**Email**: complianceofficer@aetrafo.com **Telephone**: +91 63596 69331	www.aetrafo.com

OUR PROMOTERS: KRUPESHBHAI NARHARIBHAI PATEL, NIRAL KRUPESHBHAI PATEL, AMISH KRUPESHBHAI PATEL, TANMAY SURENDRABHAI PATEL, NARHARIBHAI S. PATEL FAMILY TRUST, PATEL FAMILY TRUSTEE PRIVATE LIMITED, NIRAL PATEL FAMILY TRUST, AMISH PATEL FAMILY TRUST, TANMAY PATEL FAMILY TRUST AND ATLANTA UHV TRANSFORMERS LLP

DETAILS OF THE OFFER TO PUBLIC

TYPE	SIZE OF THE FRESH ISSUE	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE^	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 4,000.00 million	Up to 3,810,895 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	This Offer is being made in compliance with Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"). For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 348. For details of share reservation among Qualified Institutional Buyers ("**QIBs**"), Non-Institutional Bidders ("**NIBs**") and Retail Individual Bidders ("**RIBs**") and Eligible Employees, see "*Offer Structure*" on page 367.

DETAILS OF THE OFFER FOR SALE

NAME OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED (UP TO)/AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
Atlanta UHV Transformers LLP	Promoter Selling Shareholder	Up to 435,900 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	13.29
Hemang Harendra Shah	Other Selling Shareholder	Up to 666,560 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	7.50
Nimish Harendra Shah	Other Selling Shareholder	Up to 777,185 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Nil
Dhaval Harshadbhai Mehta (held jointly with Avanee Dhavalbhai Mehta)	Other Selling Shareholder	Up to 217,500 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	2.22
Gitaben Harshadbhai Mehta (held jointly with Harshadbhai Amritlal Mehta)	Other Selling Shareholder	Up to 326,250 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	2.46
Jignesh Suryakant Patel	Other Selling Shareholder	Up to 1,387,500 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	13.20

**As certified by M/s Parikh Shah Chotalia and Associates, with firm registration number 118493W, pursuant to their certificate dated February 4, 2025.*

RISKS IN RELATION TO THE FIRST OFFER

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 ₹2 each. The Offer Price, Floor Price and Cap Price determined by our Company in consultation with the BRLMs, and on the basis of assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, as stated under "*Basis for Offer Price*" on page 124, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the 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 25.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares, 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 Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

NAME OF THE BRLM AND LOGO		CONTACT PERSON	EMAIL AND TELEPHONE
motilal oswal Investment Banking	**Motilal Oswal Investment Advisors Limited**	Sankita Ajinkya/ Kunal Thakkar	**E-mail**: atlantaelectricals.ipo@motilaloswal.com **Telephone**: + 91 22 7193 4380
AXIS CAPITAL	**Axis Capital Limited**	Mayuri Arya/ Jigar Jain	**E-mail**: atlantaelectricals.ipo@axiscap.in **Telephone**: +91 22 4325 2183

REGISTRAR TO THE OFFER

MUFG **MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)**	**Contact person:** Shanti Gopalkrishnan	**E-mail**: atlantaelectricals.ipo@linkintime.co.in **Telephone**: +91 81081 14949

BID/OFFER PERIOD

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

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

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

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

*^Our Company, in consultation with the BRLMs, may consider a further issue of specified securities through a preferential issue or any other method, as may be permitted under the applicable law, aggregating up to ₹800.00 million prior to the filing of the Red Herring Prospectus (the "**Pre-IPO Placement**"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately, intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

DRAFT RED HERRING PROSPECTUS
Dated February 4, 2025
Please read section 32 of the Companies Act, 2013
(*The Draft Red Herring Prospectus will be updated upon filing with the RoC*)
100% Book Built Offer

ATLANTA

ATLANTA ELECTRICALS LIMITED

Our Company was incorporated as '*Atlanta Electricals Private Limited*' as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated December 15, 1988, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, at Ahmedabad ("**RoC**"). Upon the conversion of our Company into a public limited company, pursuant to a board resolution dated March 18, 1996, and a shareholders' resolution dated April 2, 1996, the name of our Company was changed to "*Atlanta Electricals Limited*", and a fresh certificate of incorporation dated April 10, 1996, was issued by the RoC. Pursuant to a board resolution dated February 21, 2003, and a shareholders' resolution dated March 17, 2003, our Company was converted into a private limited company and consequently, the name of our Company was changed to "*Atlanta Electricals Private Limited*", and a fresh certificate of incorporation dated March 31, 2003, was issued by the RoC. Subsequently, pursuant to a Board resolution dated November 11, 2024 and a Shareholders' resolution dated November 14, 2024, our Company was converted into a public limited company and consequently, the name of our Company was changed to "*Atlanta Electricals Limited*" and a fresh certificate of incorporation dated December 20, 2024 was issued by the RoC. For details of changes in the name and registered office of our Company, see "*History and Certain Corporate Matters – Changes in the registered office*" on page 217.

Registered and Corporate Office: Plot No. 1503/4, GIDC Estate, Vithal Udyognagar, Anand – 388 121, Gujarat, India; **Telephone:** +91 63596 69331; **Contact Person**: Tejalben Saunakkumar Panchal, *Company Secretary and Compliance Officer*; **E-mail:** complianceofficer@aetrafo.com; **Website**: www.aetrafo.com; **Corporate Identity Number**: U31110GJ1988PLC011648

OUR PROMOTERS: KRUPESHBHAI NARHARIBHAI PATEL, NIRAL KRUPESHBHAI PATEL, AMISH KRUPESHBHAI PATEL, TANMAY SURENDRABHAI PATEL, NARHARIBHAI S. PATEL FAMILY TRUST, PATEL FAMILY TRUSTEE PRIVATE LIMITED, NIRAL PATEL FAMILY TRUST, AMISH PATEL FAMILY TRUST, TANMAY PATEL FAMILY TRUST AND ATLANTA UHV TRANSFORMERS LLP

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF ATLANTA ELECTRICALS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹ 4,000.00 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 3,810,895 EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION COMPRISING UP TO 435,900 EQUITY SHARES OF FACE VALUE OF ₹2 EACH BY ATLANTA UHV TRANSFORMERS LLP, AGGREGATING UP TO ₹ [●] MILLION, UP TO 666,560 EQUITY SHARES OF FACE VALUE OF ₹2 EACH BY HEMANG HARENDRA SHAH AGGREGATING UP TO ₹ [●] MILLION, UP TO 777,185 EQUITY SHARES OF FACE VALUE OF ₹2 EACH BY NIMISH HARENDRA SHAH AGGREGATING UP TO ₹ [●] MILLION, UP TO 217,500 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH BY DHAVAL HARSHADBHAI MEHTA (HELD JOINTLY WITH AVANEE DHAVALBHAI MEHTA) AGGREGATING UP TO ₹ [●] MILLION, UP TO 326,250 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH BY GITABEN HARSHADBHAI MEHTA (HELD JOINTLY WITH HARSHADBHAI AMRITLAL MEHTA) AGGREGATING UP TO ₹ [●] MILLION AND UP TO 1,387,500 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH BY JIGNESH SURYAKANT PATEL AGGREGATING UP TO ₹ [●] MILLION (COLLECTIVELY, "SELLING SHAREHOLDERS" AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE").

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH, AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). OUR COMPANY, IN CONSULTATION WITH THE BRLMS MAY OFFER A DISCOUNT OF UP TO ₹ [●] ON THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"), SUBJECT TO NECESSARY APPROVALS AS MAY BE REQUIRED. THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES THROUGH A PREFERENTIAL ISSUE OR ANY OTHER METHOD, AS MAY BE PERMITTED UNDER THE APPLICABLE LAW, AGGREGATING UP TO ₹800.00 MILLION, PRIOR TO THE 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 FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY, INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER, OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹2 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, THE RUPEE AMOUNT OR DISCOUNT, IF ANY, TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT") AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●], A WIDELY CIRCULATED GUJARATI DAILY NEWSPAPER, GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

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

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors ("**Non-Institutional Portion**") and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.One-third of the Non-Institutional Portion shall 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 shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million and undersubscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid bids received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process and shall provide details of their respective bank account (including UPI ID *(defined hereinafter)* in case of UPI Bidders *(defined hereinafter)* in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or pursuant to the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" on page 372.

RISKS IN RELATION TO THE FIRST OFFER

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 ₹2 each. The Offer Price, Floor Price or Cap Price as (as determined by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 124, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India, 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 25.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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

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 the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 414.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
motilal oswal Investment Banking	AXIS CAPITAL	MUFG
Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai 400 025 Maharashtra, India **Telephone**: + 91 22 7193 4380 **E-mail**: atlantaelectricals.ipo@motilaloswal.com **Investor grievance E-mail**: moiaplredressal@motilaloswal.com **Website**: www.motilaloswalgroup.com **Contact person**: Sankita Ajinkya/ Kunal Thakkar **SEBI registration number**: INM000011005	**Axis Capital Limited** 1st Floor, Axis House Pandurang Budhkar Marg, Worli Mumbai – 400 025 Maharashtra, India **Telephone**: +91 22 4325 2183 **E-mail**: atlantaelectricals.ipo@axiscap.in **Investor grievance E-mail**: complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact person**: Mayuri Arya/ Jigar Jain **SEBI registration number**: INM000012029	**MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)** C-101, 1stFloor, 247 Park Lal Bahadur Shastri Marg Vikhroli (West) Mumbai -400 083 Maharashtra, India **Telephone**: +91 810 811 4949 **E-mail**: atlantaelectricals.ipo@linkintime.co.in **Investor grievance E-mail**: atlantaelectricals.ipo@linkintime.co.in **Website**: www.linkintime.co.in **Contact person**: Shanti Gopalkrishnan **SEBI registration number**: INR000004058

BID/OFFER PERIOD	
BID/OFFER OPENS ON	[●]*
BID/OFFER CLOSES ON	[●]**#

**Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors shall Bid on the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.*
***Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
 # The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date.

TABLE OF CONTENTS

SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise specified or the context indicates, requires or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, circular, notifications, clarifications, guidelines or policies shall be to such legislation, act, regulation, rule guidelines or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time thereunder.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

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

Notwithstanding the foregoing, the terms used in "Main Provisions of the Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Objects of the Offer", "Basis for Offer Price", "Restriction on Foreign Ownership of Indian Securities", "Financial Information", "Financial Indebtedness", "Other Regulatory and Statutory Disclosures" and "Outstanding Litigation and Material Developments" on pages, 395, 132, 136, 210, 217, 114, 124, 393, 254, 334, 347 and 337, respectively, shall have the respective meanings ascribed to such terms in those respective sections.

General Terms

Term	Description
our Company/the Company/the Issuer	Atlanta Electricals Limited, a company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at Plot No. 1503/4, GIDC Estate, Vithal Udyognagar, Anand – 388 121, Gujarat, India.
"We" or "us" or "our"	Unless the context otherwise indicates, requires or implies, refers to our Company, together with our Subsidiaries, on a consolidated basis.

Company and Selling Shareholders Related Terms

Term	Description
Anand Unit 1	Our facility located at plot No: 1503/04, GIDC Estate, Vitthal Udyognagar – 388121, Anand, Gujarat.
Anand Unit 2	Our facility located at plot No: 1701-1702, GIDC, Vitthal Udyognagar – 388121, Anand, Gujarat.
AoA/Articles of Association or Articles	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Company, 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 232.
Auditors/ Statutory Auditors	The statutory auditors of our Company, being M/s Parikh Shah Chotalia and Associates, Chartered Accountants.
Board/ Board of Directors	The board of directors of our Company, as constituted from time to time or any duly constituted committee thereof. For further information, see "*Our Management- Board of Directors*" on page 224.
Bangalore Unit	Our facility located at Plot No. 01, KIADB, Bashettyhalli, Doddaballapura Industrial Area, Bangalore Rural – 561203.
Chairman	The chairman of our Company, being Niral Krupeshbhai Patel. For further information, see "*Our Management - Board of Directors*" on page 224.
Chief Financial Officer	The chief financial officer of our Company, being Mehul Sureshbhai Mehta. For further information, see "*Our Management – Key Managerial Personnel and Senior Management Personnel – Brief profiles of our Key Managerial Personnel*" on page 241.
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Tejalben Saunakkumar Panchal. For further information, see "*Our Management – Key Managerial Personnel and Senior Management Personnel – Brief profiles of our Key Managerial Personnel*" on page 241.
Corporate Promoters	The corporate promoters of our Company namely Patel Family Trustee Private Limited and Atlanta UHV Transformers LLP. For further details please see "*Our Promoters and Promoter Group – Our Promoters – Corporate Promoters*" on page 248.
CRISIL	CRISIL Market Intelligence & Analytics, a division of CRISIL Limited.
CRISIL Report	Report titled "*Strategic assessment of Transformer market*" dated January 28, 2025, prepared by CRISIL, which is exclusively prepared for the purpose of the Offer and issued by CRISIL and is commissioned and paid for by our Company. CRISIL was appointed on October 15, 2024, pursuant to an engagement letter entered into with our Company. CRISIL Report will be available on the website of our Company at https://aetrafo.com/industry-report.aspx.

Term	Description
CSR Committee/ Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company constituted in accordance with the Companies Act, 2013, and as described in "*Our Management - Committees of our Board – Corporate Social Responsibility Committee*" on page 237.
Director(s)	The director(s) on our Board. For further details, see "*Our Management – Board of Directors*" on page 224.
Equity Shares	The equity shares of our Company of face value of ₹ 2 each.
Executive Director(s)	The executive director(s) of our Company. For further details of the Executive Directors, see "*Our Management –Board of Directors*" on page 224.
Group Company(ies)	Our group company(ies) identified in accordance with the SEBI ICDR Regulations and the Materiality Policy. For further details, see "*Our Group Company*" on page 345.
Independent Director(s)	Non-executive and independent director(s) of our Company who are eligible to be appointed as independent director(s) under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see "*Our Management - Board of Directors*" on page 224.
Individual Promoters	The individual promoters of our Company namely Krupeshbhai Narharibhai Patel, Niral Krupeshbhai Patel, Amish Krupeshbhai Patel and Tanmay Surendrabhai Patel. For further details please see "*Our Promoters and Promoter Group – Our Promoters – Individual Promoters*" on page 243.
IPO Committee	The IPO committee of our Board constituted vide resolution of the Board dated January 25, 2025.
JV Agreement	Joint venture agreement dated January 20, 2012, between our Company and Baoding Tianwei Baobian Electric Co. Ltd. and joint venture agreement dated August 18, 2015, amongst our Company, Baoding Tianwei Baobian Electric Co. Ltd and BTW-Atlanta Transformers India Private Limited.
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as further described in "*Our Management - Key Managerial Personnel and Senior Management Personnel*" on page 241.
Managing Director	The managing director of our Company, being Niral Krupeshbhai Patel. For further information, see "*Our Management - Board of Directors*" on page 224.
Materiality Policy	The policy adopted by our Board on January 31, 2025, for identification of: (a) outstanding material litigation proceedings; (b) material group companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management - Committees of our Board – Nomination and Remuneration Committee*" on page 235.
Other Selling Shareholders	Hemang Harendra Shah, Nimish Harendra Shah, Dhaval Harshadbhai Mehta (held jointly with Avanee Dhavalbhai Mehta), Gitaben Harshadbhai Mehta (held jointly with Harshadbhai Amritlal Mehta) and Jignesh Suryakant Patel.
Practising Company Secretary	The independent practising secretary appointed in relation to the Offer, namely, M/s. Nandaniya Joshi and Associates bearing firm registration number P2020GJ084200.
Promoter Group	Persons and entities, excluding our Promoters constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoters and Promoter Group – Promoter Group*" on page 251.
Promoters	The promoters of our Company comprising our Individual Promoters, Corporate Promoters and Promoter Trusts. For further details please see "*Our Promoters and Promoter Group – Our Promoters*" on page 243.
Promoter Selling Shareholder	Atlanta UHV Transformers LLP.
Promoter Trusts	The promoter trusts of our Company namely Narharibhai S. Patel Family Trust, Niral Patel Family Trust, Amish Patel Family Trust and Tanmay Patel Family Trust. For further details please see "*Our Promoters and Promoter Group – Our Promoters – Promoter Trusts*" on page 244.
Registered Office and Corporate Office	The registered and corporate office of our Company, situated at Plot No. 1503/4, GIDC Estate, Vithal Udyognagar, Anand – 388 121, Gujarat, India.
Registrar of Companies/RoC	The Registrar of Companies, Gujarat, Dadra and Nagar Haveli, at Ahmedabad.
RoC Intimation Letter	A letter written to the RoC, highlighting the missing corporate records and form filings, leading to discrepancies in the allotment of equity shares of the Company.
Restated Consolidated Financial Information	The restated consolidated financial information of our Company comprising the restated consolidated statement of assets and liabilities as at for six-month period ended September 30, 2024, and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated cash flow statement for the six-month period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of material accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time.
Risk Management Committee	The risk management committee of our Company, constituted in accordance with the SEBI Listing Regulations, and as, described in "*Our Management - Committees of our Board – Risk Management Committee*" on page 239.

Term	Description
Selling Shareholder(s)	The selling shareholders to the Offer namely Promoter Selling Shareholder and Other Selling Shareholders.
Senior Management Personnel	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as further described in "*Our Management - Key Managerial Personnel and Senior Management Personnel*" on page 241.
Shareholders	The holders of the Equity Shares of our Company from time to time.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company as described in "*Our Management - Committees of our Board – Stakeholders' Relationship Committee*" on page 238.
Subsidiaries	The subsidiaries of our Company namely Atlanta Transformers Private Limited and AE Components Private Limited as disclosed in *"History and Certain Corporate Matters – Our Subsidiaries"* on page 221.
Vadod Unit	Our facility located at Survey No. 684, AE Green Energy Park, Nh 48, Vadod-388370.

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
Allot/ Allotment/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to successful Bidders.
Allotment Advice	The note or advice or intimation of Allotment sent to each of the successful Bidders who have been or is to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100.00 million.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors 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, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLMs.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising 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 UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form 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.
ASBA Bidders	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Axis	Axis Capital Limited.

Term	Description
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be.
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" on page 372.
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under 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 Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid amount shall be Cap Price (net of the Employee Discount), multiplied by the number of Equity Shares Bid for such Eligible Employees 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 the Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Only 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, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of the Employee Discount).
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Bid Lot	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares of face value of ₹2 each thereafter.
Bid/ Offer Period	Except in relation to Bids by Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days.
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located). In case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank. Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located).
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.

Term	Description
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Book Running Lead Managers/ BRLMs/Managers	The book running lead managers to the Offer namely Motilal Oswal Investment Advisors Limited and Axis Capital Limited.
Broker Centres	Broker centres of the Registered Brokers where ASBA Bidders can submit the ASBA Forms, provided that UPI Bidders may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism. 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).
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and Banker(s) to the Offer in accordance with the UPI Circulars, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable remitting refunds, if any, to Bidders, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account.
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI and other applicable circulars issued by SEBI as per the lists available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.
Collecting Registrar and Share Transfer Agents/ CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI as per the lists available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.
Cut-off Price	The Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors 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 Investors) and Non-Institutional Investors 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 and bank account details and UPI ID, where 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 names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and 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) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors or IPO Committee may allot the Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	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 Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion, Eligible Employees Bidding in the Employee Reservation Portion by authorising an SCSB to block the Bid Amount in the ASBA Account and high net worth individuals bidding with an application size of up to ₹0.50 million (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, Sub-Syndicate Members, Members/agents, Registered Brokers, SCSBs, CDPs and RTAs.

Term	Description
	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, Members/agents, CDPs and CRTAs.
Designated RTA Locations	Such centres of the RTAs where ASBA Bidders can submit the ASBA Forms (in case of UPI Bidder only ASBA Forms under UPI). The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and 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 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/ DRHP	This draft red herring prospectus dated February 4, 2025, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer and includes any addenda or corrigenda thereto.
Eligible Employees	Permanent employees, working in India or outside India (excluding such employees who are not eligible to invest in the Offer under applicable laws), of our Company; or a Director of our Company, whether whole-time or not, as on the date of the filing of the Red Herring Prospectus with the RoC and on date of submission of the Bid cum Application Form, but not including (i) Promoters; (ii) persons belonging to the Promoter Group; (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; and (iv) Independent Directors. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million (net of the Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Only 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, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of the Employee Discount).
Eligible FPI(s)	FPIs that are eligible to participate in the Offer from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby.
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares.
Employee Discount	Our Company in consultation with the BRLMs, may offer a discount of up to ₹ [●] on the Offer Price to Eligible Employee(s) 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 / Offer Opening Date.
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million. This portion shall not exceed 5% of the post-Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis.
Escrow Account(s)	Account(s) to be opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid.
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●].
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Fresh Issue	The fresh issue component of the Offer comprising an issuance of up to [●] Equity Shares at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 4,000.00 million by our Company. Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, at its discretion, aggregating upto ₹800.00 million prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity

Term	Description
	Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, issued by SEBI, suitably modified and updated pursuant to, among others, the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time.
Gross Proceeds	The gross proceeds of the Fresh Issue.
MOIAL	Motilal Oswal Investment Advisors Limited.
Monitoring Agency	[●].
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency.
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Portion consisting of [●] Equity Shares of face value of ₹2 each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Offer	The Offer, less the Employee Reservation Portion.
Net Proceeds	Proceeds of the Offer, i.e., gross proceeds of the Fresh Issue less the Offer expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 114.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Bidders/ NIBs/ Non-Institutional Investors/ NIIs	All Bidders that are not QIBs (including Anchor Investors) or Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion who have Bid for Equity Shares for an amount of more than ₹0.20 million (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer consisting of [●] Equity Shares of face value of ₹2 each which shall be available for allocation to Non-Institutional Investors, of which (a) one-third portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (b) two-thirds 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, subject to valid Bids being received at or above the Offer Price.
Non-Resident/NR	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.
Offer	The initial public offer of up to [●] Equity Shares of face value of ₹2 each for cash consideration at a price of ₹[●] per Equity Share, aggregating up to ₹[●] million, comprising of a Fresh Issue, an Offer for Sale, and the Employee Reservation Portion comprising of up to [●] Equity Shares of face value of ₹ 2 each aggregating to ₹ [●] million. Our Company, in consultation with the Book Running Lead Managers, may consider an issue of specified securities, as may be permitted under applicable law, at its discretion, aggregating up to ₹800.00 million, 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 Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.
Offer Agreement	The agreement dated February 4, 2025, amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer for Sale	The offer for sale component of the Offer of up to 3,810,895 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million by the Selling Shareholders.
Offer Price	₹ [●] per Equity Share, being the final price within the Price Band, at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors as determined in accordance with the Book Building Process and determined by our Company, in consultation with the Book Running Lead Managers, in terms of the Red Herring Prospectus on the Pricing Date. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company in consultation with the BRLMs, in accordance with the Book Building Process and in terms of the Red Herring Prospectus. A discount of up to ₹ [●] on the Offer Price may be offered to Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required. The Employee Discount, if any, will be decided by our Company, in consultation with the BRLMs.
Offered Shares	Up to 3,810,895 Equity Shares of face value of ₹2 each aggregating to ₹ [●] million being offered for sale by the Selling Shareholders in the Offer for Sale component of the Offer.

Term	Description
Pre-IPO Placement	Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, for an amount aggregating up to ₹ 800.00 million, at its discretion, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (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 for the Offer will be decided by our Company, in consultation with the BRLMs, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located) at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company will finalise the Offer Price.
Promoters' Contribution	Aggregate of 20% of the post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked-in for a period of eighteen months 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 containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account Bank(s)	The banks with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●].
Public Offer Account(s)	'No-lien' and 'non-interest-bearing' bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts maintained with the SCSBs on the Designated Date.
QIB Category/ QIB Portion	The category of the Offer (including the Anchor Investor Portion), being not more than 50% of the Net Offer, consisting of [●] Equity Shares of face value of ₹2 each aggregating to ₹ [●] million, which shall be available for allocation to QIBs on a proportionate basis, 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 Offer Price or the Anchor Investor Offer Price (for Anchor Investors).
Qualified Institutional Buyer(s)/ QIB(s)	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIBs who bid in the Offer.
Red Herring Prospectus/ RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto. The Bid/Offer Opening Date shall be at least three Working Days after the filing of Red Herring Prospectus with the RoC. The Red Herring Prospectus will become the Prospectus upon filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto.
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)	The Banker(s) to the Offer 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	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, and the UPI Circulars, issued by SEBI.
Registrar Agreement	The agreement dated February 4, 2025, between our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars.
Registrar to the Offer/ Registrar	MUFG Intime India Private Limited (formerly known as Link intime India Private Limited).

Term	Description
Retail Individual Investors(s)/ RII(s)/ RIBs	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares of face value of ₹2 each, available for allocation to Retail Individual Investors as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
Revision Form	The form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date.
SCORES	SEBI Complaints Redressal Mechanism.
Self-Certified Syndicate Bank(s)/ SCSB(s)	(i) The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time; and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●].
Share Escrow Agreement	The agreement to be entered into between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the respective portion of Equity Shares being offered by each Selling Shareholder in the Offer for Sale portion of the Offer and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time.
Sponsor Bank(s)	The Bankers to the Offer registered with SEBI, which have been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request and/or payment instructions of the UPI Bidders using the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●].
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited.
STT	Securities transaction tax.
Syndicate Agreement	The agreement to be entered into among our Company, the BRLMs and the Syndicate Members in relation to collection of Bid cum Application Forms by 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 Offer and carry out activities as an underwriter, namely, [●].
Syndicate/Members of the Syndicate	Together, the BRLMs and the Syndicate Members.
Systemically Important Non-Banking Financial Company/ NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Underwriters	[●].
Underwriting Agreement	The agreement among the Underwriters, our Company and the Selling Shareholders to be entered into on or after the Pricing Date, but prior to filing of the Prospectus with the RoC, as applicable. For further details, see "*General Information – Underwriting Agreement*" on page 70.
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidder(s)	Collectively, individual investors applying as (i) Retail Individual Investors, (ii) Eligible Employees Bidding in Employee Reservation Portion and (iii) individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 0.50 million in the Non-Institutional Portion. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (to the extent such circular is not rescinded by the SEBI RTA Master Circular, as applicable to RTA), the SEBI RTA Master Circular, the SEBI ICDR Master Circular, and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circulars issued by the NSE having reference no. 23/2022 dated July 22,

Term	Description
	2022, and having reference no. 25/2022 dated August 3, 2022, and the circulars issued by BSE having reference no. 20220702-30 dated July 22, 2022, and having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by the Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidders, 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 directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders using the UPI Mechanism initiated by the Sponsor Banks to authorize blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI linked mobile application, and the subsequent debit of funds in case of Allotment. In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. 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 UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&int mId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.
UPI Mechanism	The Bidding mechanism that may be used by UPI Bidders to make Bids in the Offer in accordance with UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Day(s)	All days on which commercial banks in Maharashtra, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Offer Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Maharashtra, India are open for business and the time period between the Bid/Offer Closing Date and 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 India in accordance with circulars issued by SEBI, including UPI Circulars.

Conventional and General Terms and Abbreviations

Term	Description
A/c	Account.
AGM	Annual General Meeting.
Alternate Investment Funds/ AIF	Alternate Investment Fund.
AS / Accounting Standards	Accounting Standards issued by the ICAI.
BSE	BSE Limited.
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31.
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations.
Category I FPIs	FPIs registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations.
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations.
CDSL	Central Depository Services (India) Limited.
CIN or Corporate Identity Number	Corporate identity number.
Companies Act, 1956	The Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires.
Companies Act, 2013/ Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder.
CCI	Competition Commission of India.
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time.
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 Act	Depositories Act, 1996 read with the rules and regulations thereunder.
Depository or Depositories	NSDL and/or CDSL.
DIN	Director Identification Number.
DP ID	Depository Participant’s Identification Number.
DP/ Depository Participant	A depository participant as defined under the Depositories Act.
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
DPDP Act	Digital Personal Data Protection Act, 2023.

Term	Description
EBITDA	Earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the year, adjusted to exclude (i) depreciation and amortization expenses; (ii) finance costs; and (iii) income tax expense.
EGM	Extraordinary general meeting.
EPS	Earnings per share.
FDI	Foreign direct investment.
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder.
FEMA Non-debt Instruments Rules/ FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, Government of India.
FI	Financial institutions.
Financial Year, Fiscal, FY/ F.Y.	Period of twelve months ending on March 31 of that particular year, unless stated otherwise.
FIR	First Information Report.
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000) registered with SEBI.
GoI / Central Government / Government of India	Government of India.
GST	Goods and services tax.
HUF (s)	Hindu undivided family (ies).
HNI	High net worth individual.
I.T. Act	Income - tax Act, 1961.
ICAI	The Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013, 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.
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India.
IPO	Initial public offer.
IRDAI	Insurance Regulatory and Development Authority of India.
IST	Indian Standard Time.
IT	Information technology.
IT Act	Information Technology Act, 2000.
MCA	Ministry of Corporate Affairs, Government of India.
MSMEs	Micro, small and medium enterprises.
Mn/ mn	Million.
MOU	Memorandum of understanding.
N.A. or NA	Not applicable.
NACH	National Automated Clearing House.
NAV	Net asset value.
NBFC	Non-Banking Financial Companies.
NEFT	National electronic fund transfer.
Non-Resident / NR	A person resident outside India, as defined under FEMA.
NPCI	National Payments Corporation of India.
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the 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 the FEMA. OCBs are not allowed to invest in the Offer.
p.a.	Per annum.

Term	Description
P/E Ratio	Price/earnings ratio.
PAN	Permanent account number allotted under the I.T. Act.
PAT	Profit after tax.
RBI	The Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act.
RONW	Return on net worth which is the restated profit for the year divided by the net worth.
Rs. / Rupees/ ₹ / INR	Indian Rupees.
RTGS	Real time gross settlement.
SCRA	Securities Contracts (Regulation) Act, 1956, as amended.
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI ICDR Master Circular	SEBI master circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154, dated November 11, 2024.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations.
Systemically Important NBFCs	Systemically important non-banking financial company registered with the RBI and as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Stock Exchanges	The BSE and the NSE.
State Government	Government of a state of India.
U. S. Securities Act	United States Securities Act of 1933, as amended.
US GAAP	Generally Accepted Accounting Principles in the United States of America.
USA/ U.S. / US	The United States of America.
USD / U.S.$	United States Dollars.
VAT	Value added tax.
VCFs	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations (*now repealed*) 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.

Technical and Industry Related Terms

Term	Description
CAGR	Compound annual growth rate.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin	EBITDA margin is an indicator of the operational profitability and financial performance of our business.
KPI	Key performance indicators.
Net Working Capital	Net working capital measures the liquidity and reflects the efficiency of managing short term assets and liabilities.
PAT Margin	PAT margin is an indicator of the overall profitability and financial performance of our business.
RFQ	Requests for Quotation.
RoCE	RoCE provides how efficiently our company generates earnings from the capital employed in the business.
RoE	RoE provides how efficiently our company generates profits from shareholders 'funds.
VFDs	Variable frequency drives.

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

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

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

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

Financial Data

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year and accordingly, all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal/Fiscal Year are to the year ended on March 31, of that calendar year. Certain other financial information pertaining to our Subsidiaries and our Group Company are derived from their respective audited financial statements.

Unless indicated otherwise or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from the Restated Consolidated Financial Information. For further information, see "*Restated Consolidated Financial Information*" on page 254.

The restated consolidated financial information of our Company comprising the restated consolidated statement of assets and liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated cash flow statement for the six-month period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of material accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time.

Unless otherwise stated or the context otherwise indicates, any percentage amounts, (excluding certain operational metrics), as set forth in "*Summary of the Offer Document*", "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 25, 187 and 304. There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS, see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition"* on page 54. 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, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures, including financial information in decimals (including percentages) have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals 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.

Further, any figures sourced from third party industry sources may be rounded off to other than to the second decimal to conform to their respective sources.

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 25, 187 and 304, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise stated or context requires otherwise, have been derived from Restated Consolidated Financial Information or non-GAAP financial measures as described below.

Non-Generally Accepted Accounting Principles Financial Measures

Certain measures included in this Draft Red Herring Prospectus, for instance EBITDA, EBITDA Margin, PAT, RoE, RoCE and order book (the **"Non-GAAP Measures''**), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. Further, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. Although such Non-GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For further information, see *"Basis for Offer Price – Quantitative factors"* and "*Management's Discussion and Analysis of Financial Position and Results of Operations – Key Performance Indicators and Certain Non-GAAP Measures*" on pages 124 and 310, respectively.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus including in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 25, 136, 187 and 304, respectively, has been obtained or derived from the report titled "*Strategic assessment of Transformer market*" dated January 28, 2025, ("**CRISIL Report**") prepared by CRISIL which has been prepared exclusively for the purpose of understanding the industry in connection with the Offer and commissioned and paid for by our Company, pursuant to the engagement letter dated October 15, 2024. The CRISIL Report is available on the website of our Company at the following web-link: https://aetrafo.com/industry-report.aspx until the Bid / Offer Closing Date. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included in this Draft Red Herring Prospectus with respect to any particular year, refers to such information for the relevant calendar year. CRISIL is an independent agency which has no relationship with our Company, our Promoters, any of our Directors, Key Managerial Personnel, Senior Management Personnel or the Book Running Lead Managers.

The CRISIL Report is subject to the following disclaimer:

*"CRISIL Intelligence, a division of CRISIL Limited ("**CRISIL**") has taken due care and caution in preparing this report ("**Report**") based on the Information obtained by CRISIL from sources which it considers reliable ("**Data**"). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. The Client will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL Intelligence operates independently of, and does not have access to information obtained by CRISIL Ratings Limited, which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Intelligence and not of CRISIL Ratings Limited. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval."*

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness relevance of such information shall be subject to the disclaimers, context and underlying assumptions of such sources. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. The excerpts of the CRISIL Report are disclosed in this Draft Red Herring Prospectus and there are no parts, information, data (which may be relevant for the proposed Offer), left out or changed in any manner. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and 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. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CRISIL Report which has been prepared exclusively for the Offer and commissioned by our Company and paid for by our Company exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks."* on page 49. Accordingly, no investment decision should be solely made on the basis of such information.

In accordance with the disclosure requirements under the SEBI ICDR Regulations, *"Basis for Offer Price"* on page 124 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified therein.

Currency and Units of Presentation

All references to:

- "Rupees" or "INR" or "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India; and
- "U.S $", "U.S. Dollar", "USD" are to United States Dollars, the official currency of the United States of America.

All the figures in this Draft Red Herring Prospectus, except for figures derived from the CRISIL Report (which are in million or billion), have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal. 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. However, figures sourced from third-party industry sources may be expressed in denominations other than million or 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 denominations or rounded-off to such number of decimal points as provided in such respective sources.

Time

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

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the ₹ and certain currencies:

(in ₹)

Currency	**As at**			
	Six-month period ended September 30, 2024	**March 31, 2024***	**March 31, 2023**	**March 31, 2022**
1 USD	83.79	83.37	82.22	75.81

Source: www.fbil.org.in and www.rbi.org.in.
Note: Exchange rate is rounded off to two decimal points
**In case September 30 or March 31 of any of the respective years is a public holiday, the previous Working Day not being a public holiday has been considered.*

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as "forward-looking statements". These forward-looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "goal", "may", "likely", "objective", "plan", "project", "propose", "should", "will continue", "seek to", "will achieve", "will likely", "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 regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. 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 include statements as to our business strategy, plans, revenue, and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. 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. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

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

1. A significant portion of our revenue is generated from manufacturing of transformers at our facilities situated in Gujarat. As of the six-month period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, we derived 99.00%, 97.00%, 90.00% and 92.00%, respectively, of our revenue from manufacturing facilities situated in Gujarat.

2. We derive a significant portion of our revenue from the supply of transformers to utilities including state electricity companies who constituted 65.21%, 65.46%, 80.47% and 83.10% of our revenue from operations during the six-month period ended September 30, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022.

3. A significant portion of our revenue is derived from government-controlled entities, who follow the tendering process for determination of suppliers.

4. Our order book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our order book.

5. We depend on our relationships with our customers. A substantial portion of our revenues is dependent on our top 10 customers.

6. We majorly depend on our top 10 suppliers. During the six-month period ended September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our top 10 suppliers constituted 61.18%, 62.54%, 71.93% and 73.97% of the total cost of our raw materials purchased.

7. We derive a significant portion of our revenue from the supply of power transformers which constituted 72.45%, 88.98%, 93.37% and 92.71% of our revenue from operations during the six-month period ended September 30, 2024 and during Fiscals 2024, 2023 and 2022.

8. There are outstanding legal proceedings involving our Company, Subsidiaries, Promoters, and Directors.

9. Any shortages, delays or disruptions in the supply of raw materials we use in our operating process may have a material adverse effect on our business, financial condition, results of operations and cash flows. Further the cost of raw materials that we use in our operating process are subject to volatility.

10. Inability to effectively manage our growth or to successfully implement our business plan and growth and expansion strategy.

Certain information in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 25, 136, 187 and 304, respectively, of this Draft Red Herring

Prospectus have been obtained from the Report titled "*Strategic assessment of Transformer market*" dated January 28, 2025, prepared by CRISIL.

For a further discussion of factors that could cause our actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 25, 187, and 304, 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 future gains or losses could materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, which in turn are based on currently available information. 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 and the forward-looking statements based on these assumptions could be incorrect.

Neither our Company, our Directors, our Key Managerial Personnel, Senior Management Personnel, the Selling Shareholders, nor the Syndicate or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permissions by the Stock Exchanges.

In accordance with the requirements of SEBI, the Selling Shareholders will ensure that investors are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in the Red Herring Prospectus until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by the Selling Shareholders to the extent of information pertaining to it and/or its respective portion of the Offered Shares, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholders.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus, the Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections "Risk Factors", "Our Business", "Our Promoters and Promoter Group", "Industry Overview", "Capital Structure", "The Offer", "Restated Consolidated Financial Information", "Objects of the Offer", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Material Developments" and "Offer Procedure" on pages 25, 187, 243, 136, 72, 58, 254, 114, 304, 337, and 372, respectively of this Draft Red Herring Prospectus.

Primary business of our Company

We are one of the leading manufacturers of power, auto and inverter duty transformers in India, in terms of production volume as of Fiscal 2024 (*Source: CRISIL* Report). We are also one of the few companies in India, manufacturing transformers up to and including 200 Mega Volt-Amp ("**MVA**") capacity and with 220 kilovolts ("**kV**") voltage *(Source: CRISIL Report)*. With a pan India presence and operations spanning over 30 years in the transformer manufacturing industry, we supply a wide range of transformers starting from 5 MVA/11 kV up to 200 MVA/220 kV.

Summary of industry in which our Company operates

The global transformers market is experiencing accelerated growth, driven by the increasing demand for power and rapid industrialization worldwide. As economies prioritize energy efficiency and reduced carbon emissions, the need to upgrade and expand power infrastructure has become paramount. India's transformer market is driven by the relentless growth in electricity demand, with per capita consumption surging by over 50% in the last decade. 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 (*Source: CRISIL Report*).

Our Promoters

Krupeshbhai Narharibhai Patel, Niral Krupeshbhai Patel, Amish Krupeshbhai Patel, Tanmay Surendrabhai Patel, Narharibhai S. Patel Family Trust, Patel Family Trustee Private Limited, Niral Patel Family Trust, Amish Patel Family Trust, Tanmay Patel Family Trust, and Atlanta UHV Transformers LLP are our Promoters.

For further information, see "*Our Promoters and Promoter Group*" on page 243.

The Offer

The following table summarizes the details of the Offer:

Offer of Equity Shares(1)(4)	Up to [●] Equity Shares of face value of ₹2 each for cash at price of ₹[●] per Equity Share (including a premium of [●] per Equity Share), aggregating up to ₹ [●] million
Of which	
Fresh Issue(1)	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 4,000.00 million
Offer for Sale(2)	Up to 3,810,895 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
Which includes	
Employee Reservation Portion(3)	Up to [●] Equity Shares of face value of ₹2 each, aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares of face value of ₹ 2 each, aggregating up to ₹ [●] million

(1) The Offer has been authorized pursuant to the resolution passed by our Board dated January 25, 2025 and our Board has taken on record the participation of the Selling Shareholders in the Offer for Sale pursuant to a resolution dated January 25, 2025 and the Fresh Issue has been authorized by our Shareholders pursuant to a special resolution passed on January 25, 2025. For further details, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 347.

(2) Each of the Selling Shareholders, severally and not jointly, confirms that its portion of the Offered Shares are eligible for being offered for sale in terms of Regulation 8 of the SEBI ICDR Regulations. Each Selling Shareholder has, severally and not jointly, consented to the sale of its portion of the Offered Shares in the Offer for Sale. For further details on the authorisation of the Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 347.

(3) 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, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any). For further details, see "Offer Procedure" and "Offer Structure" on pages 372 and 367, respectively.

(4) Our Company, in consultation with the BRLMs, may consider a further issue of specified securities through a preferential issue or any other method, as may be permitted under the applicable law, aggregating upto ₹800.00 million prior to the filing of the Red Herring Prospectus (the "Pre-IPO Placement"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-

IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately, intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

The Offer and the Net Offer shall constitute [●]% and [●]% of the post-Offer paid-up equity share capital of our Company. For further details, see "*The Offer*" and "*Offer Structure*" on pages 58 and 367, respectively.

Objects of the Offer

The Net Proceeds are proposed to be utilised towards the following objects:

(in ₹ million)

Particulars	Estimated amount^
Re-payment/ pre-payment, in full or in part, of certain outstanding borrowings availed by our Company	791.20
Funding working capital requirements of our Company	2,100.00
General corporate purposes	[●]
Net Proceeds(1)	**[●]**

(1)To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.
^Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating upto ₹800.00 million, 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 Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

For further information, see "*Objects of the Offer*" on page 114.

Aggregate pre-Offer and post-Offer shareholding of our Promoters, the members of our Promoter Group and the Selling Shareholders

The aggregate pre-Offer shareholding of our Promoters, the members of our Promoter Group and the Selling Shareholders as on the date of this Draft Red Herring Prospectus is set out below:

S. No.	Name of the Shareholder	Pre-Offer Equity Share capital		Post-Offer Equity Share capital#	
		No. of Equity Shares of face value of ₹2 each	% of paid-up Equity Share capital (%)	No. of Equity Shares of face value of ₹2 each#	% of post-Offer paid-up Equity Share capital# (%)
Promoters					
1.	Krupeshbhai Narharibhai Patel	5,902,550	8.25	[●]	[●]
2.	Niral Krupeshbhai Patel	6,375,000	8.91	[●]	[●]
3.	Amish Krupeshbhai Patel	6,375,000	8.91	[●]	[●]
4.	Tanmay Surendrabhai Patel	5,391,400	7.53	[●]	[●]
5.	Narharibhai S. Patel Family Trust	33,553,050	46.87	[●]	[●]
6.	Atlanta UHV Transformers LLP*	9,950,050	13.90	[●]	[●]
Total (A)		**67,547,050**	**94.36**	[●]	[●]
Selling Shareholders					
1.	Hemang Harendra Shah	803,750	1.12	[●]	[●]
2.	Nimish Harendra Shah	803,750	1.12	[●]	[●]
3.	Dhaval Harshadbhai Mehta (held jointly with Avanee Dhavalbhai Mehta)	290,000	0.41	[●]	[●]
4.	Gitaben Harshadbhai Mehta (held jointly with Harshadbhai Amritlal Mehta)	435,000	0.61	[●]	[●]
5.	Jignesh Suryakant Patel	1,387,700	1.94	[●]	[●]
Total (B)		**3,720,200**	**5.20**	**[●]**	**[●]**
Promoter Group					
1.	Amod Stampings Private Limited	50	Negligible	[●]	[●]
Total (C)		**50**	**Negligible**	**[●]**	**[●]**

S. No.	Name of the Shareholder	Pre-Offer Equity Share capital		Post-Offer Equity Share capital#	
		No. of Equity Shares of face value of ₹2 each	% of paid-up Equity Share capital (%)	No. of Equity Shares of face value of ₹2 each#	% of post-Offer paid-up Equity Share capital# (%)
Total (A+B+C)		**71,267,300**	**99.56**	[●]	[●]

Also, a Selling Shareholder
#Subject to completion of the Offer and finalization of Allotment.

For further information, see *"Capital Structure"* on page 72.

Summary of selected financial information

The summary of selected financial information of the Company derived from the Restated Consolidated Financial Information is set forth below:

(₹ in million, except per share data)

Particulars	As at and for the six-month period ended September 30, 2024	As at and for the Fiscal ended		
		March 31, 2024	March 31, 2023	March 31, 2022
Equity share capital	143.17	143.17	143.17	143.17
Net worth(1)	2833.94	2284.72	1648.95	776.97
Revenue from operations	5701.41	8675.53	8738.83	6256.62
Profit after tax after share of profit/(Loss)	517.28	635.21	874.73	553.03
Earnings per equity share				
- Basic(2)(4)	7.23*	8.87	12.22	7.73
- Diluted(3)(4)	7.23*	8.87	12.22	7.73
Net Asset Value per Equity Share(5)	39.59	31.92	23.03	10.85
Total borrowings(6)	881.35	485.96	730.93	758.90

**Not annualised*
Notes:
(1) Net worth has been defined as the aggregate value of the paid-up equity share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations, as amended.
(2) Earnings per Equity Share (Basic) = Profit after tax after share of profit/(Loss) of Associate/Weighted average number of equity shares outstanding during the period/year.
(3) Earnings per Equity Share (Diluted) = Profit after tax after share of profit/(Loss) of Associate/weighted average number of dilutive equity shares outstanding during the year/period.
(4) Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 'Earnings per Share'. The Split of Equity Shares are retrospectively considered for the computation of weighted average number of equity shares outstanding during the period, in accordance with Ind AS 33.
(5) Net Asset Value per equity share is calculated as restated net worth for the year/ period attributable to owners of the Company / outstanding number of equity shares at the end of the year/ period.
(6) Total borrowings is computed as current borrowings (including current maturities of non-current borrowings) plus non-current borrowings.

For further details, see "*Restated Consolidated Financial Information*" on page 254.

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

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Consolidated Financial Information.

Summary of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Directors, our Promoters and our Group Company in accordance with the SEBI ICDR Regulations and the Materiality Policy as on the date of this Draft Red Herring Prospectus, is provided below:

Category of individuals/entities	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigations^	Aggregate amount involved* (in ₹ million)
Company						
By our Company	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against our Company	1	5	Nil		Nil	12.12
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against the Subsidiaries	Nil	Nil	Nil		Nil	Nil
Directors#						

Category of individuals/entities	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigations^	Aggregate amount involved* (in ₹ million)
By the Directors	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against the Directors	2	Nil	Nil		Nil	Nil
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	2	Nil	Nil	Nil	5.42

^Determined in accordance with the Materiality Policy
[*]*To the extent quantifiable.*
[#]*Including Promoters, who are also our Directors.*

Except as disclosed in "*Outstanding Litigation and Material Developments – Outstanding litigation involving our Group Company, which has a material impact on our Company*", there are no pending litigations involving our Group Company which will have a material impact on our Company.

For further details, see "*Outstanding Litigation and Material Developments*" on page 337.

Risk Factors

Specific attention of Bidders is invited to the section titled "*Risk Factors*" on page 25. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. The following is a summary of the top 10 risk factors in relation to our Company:

Sr. No	Description of Risk
1.	A significant portion of our revenue is generated from manufacturing of transformers at our facilities situated in Gujarat. As of the six-month period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, we derived 99.00%, 97.00%, 90.00% and 92.00%, respectively, of our revenue from manufacturing facilities situated in Gujarat. Any disruptions in the region could have a material adverse effect on our business, financial condition and results of operations.
2.	We derive a significant portion of our revenue from the supply of transformers to utilities including state electricity companies who constituted 65.21%, 65.46%, 80.47% and 83.10% of our revenue from operations during the six-month period ended September 30, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022. Additionally, our business is largely dependent upon the demand for power generation, transmission and distribution which is closely linked to Government policies. Any economy downturn or change in government policy may have an adverse impact on our business, financial condition, cash flows and results of operations.
3.	A significant portion of our revenue is derived from government-controlled entities, who follow the tendering process for determination of suppliers. We may be adversely affected if we do not succeed in all or a majority of the contracts that we tender for.
4.	Our order book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our order book, which could adversely affect our business, financial condition, results of operations and prospects
5.	We depend on our relationships with our customers. A substantial portion of our revenues is dependent on our top 10 customers. As of six-month period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, we derived 72.89%, 64.82%, 79.87% and 85.22%, respectively, of our revenue from our top 10 customers. The loss of any of these customers, will materially and adversely affect our revenues and profitability.
6.	We majorly depend on our top 10 suppliers. During the six-month period ended September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our top 10 suppliers constituted 61.18%, 62.54%, 71.93% and 73.97% of the total cost of our raw materials purchased. Our lack of long-term supply orders of key raw materials and components from our private suppliers increases the risk of pricing pressure for our demand of continued supply, any variation in the supply and cost of such key raw materials and traded goods could have an adverse effect on our business, financial condition and operations.
7.	We derive a significant portion of our revenue from the supply of power transformers which constituted 72.45%, 88.98%, 93.37% and 92.71% of our revenue from operations during the six-month period ended September 30, 2024 and during Fiscals 2024, 2023 and 2022.
8.	There are outstanding legal proceedings involving our Company, Subsidiaries, Promoters, and Directors which could have an adverse effect on our business, financial condition and results of operations.
9.	Any shortages, delays or disruptions in the supply of raw materials we use in our operating process may have a material adverse effect on our business, financial condition, results of operations and cash flows. Further the cost of raw materials that we use in our operating process are subject to volatility. Increases or fluctuations in raw material prices, may have a material adverse effect on our business, financial condition, results of operations and cash flows.
10.	Our inability to effectively manage our growth or to successfully implement our business plan and growth and expansion strategy could have an adverse effect on our business, results of operations and financial condition.

Summary of contingent liabilities

The following is a summary table of our contingent liabilities as at September 30, 2024, as indicated in the Restated Consolidated Financial Information:

(₹ in million)

Particulars	Amount as at September 30, 2024

Bill receivables discounted with the Bank and not matured	172.92
Income Tax matters in dispute	6.02
Claims against the company not acknowledged as debt	24.10
Total	**203.04**

For details, see "*Restated Consolidated Financial Information – Note 43 – Contingent Liabilities*" on page 292.

Summary of related party transactions

The summary of related party transactions, as per the requirements under Ind AS 24 – Related Party Disclosures, entered into by us for the six-month period ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, as derived from the Restated Consolidated Financial Information are as set out in the table below:

(in ₹ million)

Particulars	Name of the related party	Nature of relationship with the Company	As at and for the six-month period ended September 30, 2024	For the Fiscal ended		
				March 31, 2024	March 31, 2023	March 31, 2022
Purchase of goods (net of taxes)	Amod Stampings Private Limited	Promoter Group	397.21	1,224.37	1,792.55	1,237.28
Sales of goods (net of taxes)	Amod Stampings Private Limited	Promoter Group	140.25	92.14	62.67	29.65
Addition made to fluctuating capital	Atlanta UHV Transformers LLP	Promoter	-	676.74	810.07	250.00
Withdrawal of fluctuating capital	Atlanta UHV Transformers LLP	Promoter	-	676.74	810.07	250.00
Unsecured loan received from shareholder	Atlanta UHV Transformers LLP	Promoter	559.24	-	-	-
Unsecured loan repaid to shareholder	Atlanta UHV Transformers LLP	Promoter	559.24	-	-	-
Managerial remuneration & gratuity (P.F. including)	Niral Krupeshbhai Patel	Promoter	3.78	8.13	7.80	7.20
	Tanmay Surendrabhai Patel	Promoter	1.50	3.20	3.00	2.40
	Krupeshbhai Narharibhai Patel	Promoter	2.10	4.50	4.20	3.60
	Amish Krupeshbhai Patel	Promoter	1.50	3.20	3.00	2.40
	Pooja N. Patel	Promoter Group	0.69	1.60	1.38	1.20
	Mehul Sureshbhai Mehta	KMP	0.61	1.37	1.16	0.90
	Tejalben Saunakkumar Panchal	KMP	0.25	0.46	0.03	-
	Tarnnum A. Master	-	-	-	0.30	0.62
Service	Amod Stampings Private Limited	Promoter Group	0.09	0.52	-	-
Purchase of capital asset	Amish Krupeshbhai Patel	Promoter	19.08	-	-	-
	Tanmay Surendrabhai Patel	Promoter	-	1.52	-	-

For details of the related party transactions and the related party transaction eliminated on consolidation, as per the requirements under Ind AS 24 '*Related Party Disclosures'* read with the SEBI ICDR Regulation for the six-month period ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, see *"Restated Consolidated Financial Information – Note 47 – Related Party Disclosure"* on page 293.

Details of all financing arrangements

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

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

Except as disclosed below, no equity shares of our Company have been acquired by our Promoters and the Selling Shareholders in the last one year immediately preceding the date of this Draft Red Herring Prospectus:

Name	Number of equity shares of face value of ₹ 10 each acquired in the preceding one year^	Weighted average price of acquisition per equity share* (₹)
Krupeshbhai Narharibhai Patel	1,057,292	Nil
Niral Krupeshbhai Patel	207,625	Nil

Amish Krupeshbhai Patel	207,625	Nil
Tanmay Surendrabhai Patel	1,272,500	Nil
Narharibhai S. Patel Family Trust	6,710,610	Nil
Jignesh Suryakant Patel	40	Nil

As certified by M/s Parikh Shah Chotalia and Associates, with firm registration number 118493W, pursuant to their certificate dated February 4, 2025.

^ Pursuant to a resolution passed by our Board dated December 23, 2024 and a special resolution passed by the Shareholders' dated December 26, 2024, the erstwhile equity shares of face value ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 2 each. Consequently, the issued, paid-up and subscribed Equity Share capital of our Company, comprising 14,316,960 Equity Shares of face value ₹ 10 each, was sub-divided into 71,584,800 Equity Shares of face value ₹ 2 each.

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

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

Names of Promoters/Selling Shareholders	Number of Equity Shares of face value of ₹2 each held as on the date of this Draft Red Herring Prospectus	Average cost of acquisition per Equity Share of face value of ₹ 2 each (in ₹)*^
Promoters		
Krupeshbhai Narharibhai Patel	5,902,550	2.31
Niral Krupeshbhai Patel	6,375,000	1.97
Amish Krupeshbhai Patel	6,375,000	2.09
Tanmay Surendrabhai Patel	5,391,400	3.67
Narharibhai S. Patel Family Trust	33,553,050	Nil
Atlanta UHV Transformers LLP#	9,950,050	13.29
Selling Shareholders		
Jignesh Suryakant Patel	13,87,500	13.20
Dhaval Harshadbhai Mehta (held jointly with Avanee Dhavalbhai Mehta)	290,000	2.22
Gitaben Harshadbhai Mehta (held jointly with Harshadbhai Amritlal Mehta)	435,000	2.46
Nimish Harendra Shah	803,750	Nil
Hemang Harendra Shah	803,750	7.50

***As certified by M/s Parikh Shah Chotalia and Associates, with firm registration number 118493W, pursuant to their certificate dated February 4, 2025.*

^Pursuant to a resolution passed by the Board dated December 23, 2024 and a special resolution passed by the Shareholders' dated December 26, 2024 the erstwhile equity shares of face value ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 2 each. Consequently, the issued and subscribed Equity Share capital of our Company, comprising 14,316,960 Equity Shares of face value ₹ 10 each, was sub-divided into 71,584,800 Equity Shares of face value ₹ 2 each.

#Also, a Selling Shareholder.

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

Period	Weighted average cost of acquisition per Equity Share (in ₹)*^	Cap Price is 'x' times the weighted average cost of acquisition**	Range of acquisition price per Equity Share: lowest price –highest price (in ₹)*^
Last one year preceding the date of this Draft Red Herring Prospectus	Nil	[●]	Nil – Nil
Last 18 months preceding the date of this Draft Red Herring Prospectus	Nil	[●]	Nil – Nil
Last three years preceding the date of this Draft Red Herring Prospectus	5.71	[●]	Nil – 16

**As certified by M/s Parikh Shah Chotalia and Associates, with firm registration number 118493W, pursuant to their certificate dated February 4, 2025.*

***To be updated on finalization of Price Band.*

^ These numbers have been adjusted for the sub-division of equity shares of our Company, pursuant to a resolution passed by our Board dated December 23, 2024 and a special resolution passed by the Shareholders' dated December 26, 2024, the erstwhile equity shares of face value ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 2 each. Consequently, the issued, paid-up and subscribed Equity Share capital of our Company, comprising 14,316,960 Equity Shares of face value ₹ 10 each, was sub-divided into 71,584,800 Equity Shares of face value ₹ 2 each.

Details of the price at which equity shares were acquired in the last three years immediately preceding the date of this Draft Red Herring Prospectus by our Promoters, members of our Promoter Group and Selling Shareholders

Except for the below, none of our Promoters and members of our Promoter Group and Selling Shareholders have acquired any Equity Shares in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name of Shareholder	Date of acquisition	Number of equity shares of face value of ₹ 10 each acquired$	Acquisition price per equity share of face value of ₹ 10 each (in ₹)*
Promoters			

Name of Shareholder	Date of acquisition	Number of equity shares of face value of ₹ 10 each acquired$	Acquisition price per equity share of face value of ₹ 10 each (in ₹)*
Krupeshbhai Narharibhai Patel	September 26, 2024	1,057,292	Nil (Pursuant to HUF dissolution)
Niral Krupeshbhai Patel	September 26, 2024	207,625	Nil (Pursuant to HUF dissolution)
Tanmay Surendrabhai Patel	September 26, 2024	1,272,500	Nil (Pursuant to HUF dissolution)
Amish Krupeshbhai Patel	September 26, 2024	207,625	Nil (Pursuant to HUF dissolution)
Narharibhai S. Patel Family Trust	January 17, 2025	6,710,610	Nil
Atlanta UHV Transformers LLP#	August 16, 2022	1,090,000	80.00
Promoter Group			
Smitaben Krupeshbhai Patel	September 26, 2024	207,625	Nil
Lalitaben N. Patel	September 26, 2024	6,710,610	Nil
Varshaben Surendrabhai Patel	September 26, 2024	424,833	Nil
Selling Shareholders			
Nimish Harendra Shah	August 16, 2022	321,500	Nil
Jignesh Suryakant Patel	July 1, 2022	277,500	66.00
Jignesh Suryakant Patel	September 26, 2024	40	Nil

*****_As certified by M/s Parikh Shah Chotalia and Associates, with firm registration number 118493W, pursuant to their certificate dated February 4, 2025._

$ *Pursuant to a resolution passed by the Board dated December 23, 2024 and a special resolution passed by the Shareholders' dated December 26, 2024 the erstwhile equity shares of face value ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 2 each. Consequently, the issued and subscribed Equity Share capital of our Company, comprising 14,316,960 Equity Shares of face value ₹ 10 each, was sub-divided into 71,584,800 Equity Shares of face value ₹ 2 each.*

Also, the Selling Shareholder.

As on date of this Draft Red Herring Prospectus, we have no Shareholders with right to nominate directors or other special rights.

Details of pre-IPO placement

Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, aggregating up to ₹800.00 million prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

The price and name of the shareholder shall be disclosed through public advertisement on the day of the Allotment, if any Pre-IPO Placement is done.

Issue of equity shares of our Company for consideration other than cash in the last one year

Our Company has not issued any equity shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split or consolidation of equity shares in the last one year

Pursuant to a resolution of our Board dated December 23, 2024, and a resolution of our Shareholders dated December 26, 2024, each equity share of our Company of face value of ₹10 was sub-divided into 5 equity shares of face value of ₹2 each and accordingly 14,316,960 shares of our Company of face value ₹10 were sub-divided to 71,584,800 shares of face value ₹2.

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

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

SECTION II: RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider the risks and uncertainties described below as well as other information as may be disclosed in this Draft Red Herring Prospectus before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations and financial condition as of the date of this Draft Red Herring Prospectus. The risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future and may also impair our business. If any or a combination of the following risks or other risks that are not currently known or are now deemed immaterial actually occur, our business, prospects, results of operations, financial condition and cash flows could suffer, the trading price and the value of your investment in our Equity Shares could decline and you may lose all or part of your investment. In order to obtain an understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 136, 187 and 304 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

Our financial year ends on March 31 of each year, so all references to a particular financial year are to the twelve-month period ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, the financial information for the six-month period ended September 30, 2024 and financial years 2024, 2023 and 2022 included herein is derived from the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" beginning on page 254.

This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See "Forward-Looking Statements" on page 16. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Strategic assessment of Transformer market" dated January 28, 2025 (the "**CRISIL Report**") prepared and released by CRISIL, exclusively commissioned by our Company and paid for in connection with the Offer, pursuant to an engagement letter dated October 15, 2024. A copy of the CRISIL Report will be available on the website of our Company at https://aetrafo.com/industry-report.aspx from the date of filing of the Red Herring Prospectus. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For further information, see "- Internal Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CRISIL Report which has been prepared exclusively for the Offer and commissioned by our Company and paid for by our Company exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 49.*

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

INTERNAL RISKS

1. ***A significant portion of our revenue is generated from manufacturing of transformers at our facilities situated in Gujarat. As of the six-month period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, we derived 99.00%, 97.00%, 90.00% and 92.00%, respectively, of our revenue from manufacturing facilities situated in Gujarat. Any disruptions in the region could have a material adverse effect on our business, financial condition and results of operations.***

We have three manufacturing facilities, of which two manufacturing facilities are located in Anand, Gujarat and one in Bengaluru, Karnataka in India. Expansion into new geographies will cause us to incur significant costs, and face regulatory, personnel and cultural challenges which may adversely affect our operational expenses.

Set forth below is a table depicting the revenue generated from the operations and the percentage of the total revenue from operations of the facilities located in Gujarat and Karnataka for the six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations
Gujarat	5,625.69	99.00	8,400.10	97.00	7,862.50	90.00	5,739.08	92.00
Karnataka	75.72	1.00	275.43	3.00	876.33	10.00	517.54	8.00
Total	**5,701.41**	**100.00**	**8,675.53**	**100.00**	**8,738.83**	**100.00**	**6,256.62**	**100.00**

A significant portion of our revenue was generated by manufacturing of transformers from our facilities situated in Anand, Gujarat. The following table provides details of the total number of units sold for six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, at our manufacturing facilities in Anand, Gujarat, as well as the percentage of total units sold at these facilities:

Particulars	Units sold				Percentage of units sold			
	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Gujarat Unit-I	37	86	44	52	18.59	25.67	13.97	18.98
Gujarat Unit-II	162	249	271	222	81.41	74.33	86.03	81.02
Total	**199**	**335**	**315**	**274**	**100.00**	**100.00**	**100.00**	**100.00**

For further details, see "*Our Business – Installed capacity and capacity utilisation*" on page 197.

The operations of our manufacturing facilities can be substantially interrupted due to a number of factors, many of which are outside of our control, including but not limited to, developments related to competition, fire, flood, earthquakes, power outages, fuel shortages, shortages of personnel, labour disputes, mechanical breakdowns, terrorist attacks and wars, or other natural disasters, as well as loss of licenses, certifications and permits, changes in governmental planning for the land underlying these facilities and regulatory changes. For example, natural disasters or unanticipated catastrophic events may damage the manufacturing equipment and inventories stored in our manufacturing facilities, which may in turn significantly impair our business operations. While we have not faced any such material instances of damage to our manufacturing equipment and inventories stored in our manufacturing facilities due to natural disasters or unanticipated catastrophic events in the six-month period ended September 30, 2024 and in the last three Fiscals, we cannot assure you that we will not experience such disruptions in the future. If our manufacturing facilities are rendered unusable as a result of natural disasters, unanticipated catastrophic events or any other reason, our business, financial condition and results of operations may be adversely affected.

Manufacturing shutdowns or equipment breakdown or failure and industrial accidents, strikes or lock-outs; interruptions in supply of water and electricity or other resources; failure or bottlenecks in production processes, especially due to inadequate supply of utilities such as power and water or plant outages, wastage, yield losses; to unionisation, work stoppages or increased labour costs, which could adversely affect our business and results of operations.

2. ***We derive a significant portion of our revenue from the supply of transformers to utilities including state electricity companies who constituted 65.21%, 65.46%, 80.47% and 83.10% of our revenue from operations during the six-month period ended September 30, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022. Additionally, our business is largely dependent upon the demand for power generation, transmission and distribution which is closely linked to Government policies. Any economy downturn or change in government policy may have an adverse impact on our business, financial condition, cash flows and results of operations.***

State electricity companies are among our principal customers. We are dependent on the utilities for supply of our transformers to them.

The following table sets out the details of our revenue from supply of transformers to state electricity companies during the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations
State Electricity Companies	3,717.75	65.21	5,678.84	65.46	7,032.10	80.47	5,199.09	83.10

As on September 30, 2024, 73.39% of our order book comprised of state electricity companies. Any material failure or inability, financial or otherwise, on their part to fulfil their obligations under the terms and conditions of the contracts/tenders would have a material adverse effect on the business and operations of our Company. Our revenues and profitability may be adversely affected if we are unable to recover our dues from the state electricity companies.

Additionally, a large part of the demand for transformers in India are dependent on the power industry. The demand for power in India is closely linked to economic growth in the country, and to Government policies in the power sector. As the economy grows, economic activities, such as industrial production and personal consumption, also tend to expand, which increases the demand for power. If the Indian economy does not continue to grow at the current rate, it would adversely impact the power sector and hence the demand for transformers, would have a material adverse effect on our business, financial condition and results of operations.

3. ***A significant portion of our revenue is derived from government-controlled entities, who follow the tendering process for determination of suppliers. We may be adversely affected if we do not succeed in all or a majority of the contracts that we tender for.***

As a part of our business and operations, we bid for contracts on a continual basis. Contracts are awarded following competitive bidding process and satisfaction of prescribed qualification criteria. Our bids may not always be accepted. We may not be able to qualify for, compete and win projects or identify and acquire new projects, which could adversely impact our business and the results of operations. For further details, please see "*–We derive a significant portion of our revenue from the supply of transformers to utilities including state electricity companies who constituted 65.21%, 65.46%, 80.47% and 83.10% of our revenue from operations during the six-month period ended September 30, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022. Additionally, our business is largely dependent upon the demand for power generation, transmission and distribution which is closely linked to Government policies. Any economy downturn or change in government policy may have an adverse impact on our business, financial condition, cash flows and results of operations.*" on page 26.

Our revenue is dependent on receiving new purchase orders from customers, which are based on detailed product specifications provided through Requests for Quotation ("**RFQs**"). While we meet prescribed qualification criteria and offer competitive pricing, there is no assurance that we will secure all orders. Our ability to grow relies on obtaining new contracts, but the timing and certainty of awards are difficult to predict. Delays in contract awards or order fulfilment could materially impact our financial performance and operations. While we have been awarded contracts, based on our technical qualifications and financial scores, there can be no assurance that we will continue to receive such contracts in the future or achieve contracts of higher value. While reputation and experience and sufficiency of financial resources are important considerations in authority decisions, there can be no assurance that we would be able to meet such qualification criteria, particularly for larger contracts. Further, once the prospective bidders satisfy the qualification requirements of the tender, the contract is usually awarded based on the quote by the prospective bidder. We spend considerable time and resources in the preparation and submission of bids. We cannot assure you that we will bid where we have been prequalified to submit a bid or that our bids, when submitted or if already submitted, would be accepted.

In addition, the government conducted tender processes may be subject to change in qualification criteria, unexpected delays and uncertainties. There can be no assurance that the contracts for which we bid will be tendered within a reasonable time, or at all. In the event that new contracts which have been announced and which we plan to bid for are not put up for tender within the announced timeframe, or qualification criteria are modified such that we are unable to qualify, our business, prospects, financial condition, cash flows and results of operations could be materially and adversely affected. In certain cases, intense competition during the bidding process may result in our offering lower bid prices to secure contracts, which could erode our profit margins and impact the overall financial performance of the business.

Further, all our ongoing contracts have been awarded to us for a definite term and the relevant authorities may float tenders for such contracts after expiry of the current term. There can be no assurance that we will be awarded such contracts at the end of the tender process. In case we lose out on bid, there could be adverse effect on our business, financial condition, cash flows, results of operations and growth prospects. Our future results of operations and cash flows can fluctuate materially from period to period depending on the timing of contract awards.

4. ***Our order book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our order book, which could adversely affect our business, financial condition, results of operations and prospects***

As on September 30, 2024, our order book was ₹ 12,833.21 million. Our order book represents the estimated contract value of the unexecuted portion of our existing contracts. As on September 30, 2024, for the purposes of calculating the order book value, our Company does 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 which is eventually passed on to the customer with a separate price variation invoice which is raised at the time of delivery of the transformer. The manner in which we calculate and present our order book is therefore not comparable to the manner in which our revenue from operations is accounted, which takes into account prices for additional services rendered, price variation invoices raised, other income, etc. contract delays, cancellations may occur from time, due to delay in payments by our customers or our own defaults, incidents of force majeure, adverse cash flows, regulatory delays and other factors beyond our control. In view of the above, projects can remain in order book for extended periods of time because of the nature of the contract and the timing of the particular undertakings required by the contract. Delays in the completion of a contract can lead to our project customers delaying in making our payments. Even relatively short delays or surmountable difficulties in the execution of a contract could result in delays in receiving, on a timely basis, all payments due to us on a contract. Our inability to complete or monetize such work in a timely manner, or at all, may adversely affect our business and results of operations.

While there have not been any instances of termination of contracts in the six-month period ended September 30, 2024, and the last three Fiscals, our customers, may due to unforeseen circumstances, may either terminate our contracts or may default and fail to pay amounts owed, which may adversely affect our order book and in turn can impact our business and financial condition. Hence, our order book may not be indicative of our future results due to various factors including cancellation, execution difficulty, payment postponement or payment default in regard to our order book projects or any other incomplete projects, or disputes with customers in respect of any of the foregoing, which could adversely affect our cash flow position, revenues and earnings.

5. ***We depend on our relationships with our customers. A substantial portion of our revenues is dependent on our top 10 customers. As of six-month period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, we derived 72.89%, 64.82%, 79.87% and 85.22%, respectively, of our revenue from our top 10 customers. The loss of any of these customers, will materially and adversely affect our revenues and profitability.***

We derived 72.89%, 64.82%, 79.87% and 85.22%, respectively, of our total revenue from operations from the sale of products to our top 10 customers in six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022. The table below sets forth the revenue derived from our top 10 customers, our top 5 customers and our top customer, for the periods indicated:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations
Top customer	1,175.89	20.62	1,082.08	12.47	2,086.21	23.87	1,895.77	30.30
Top 5 customers	3,458.27	60.66	3,865.75	44.56	5,381.80	61.58	4,560.17	72.89
Top 10 customers	4,155.85	72.89	5,623.53	64.82	6,979.96	79.87	5,331.62	85.22

Note: Customers may vary across the Fiscals/ the relevant period.

We depend and expect to continue to depend on our top 10 customers for a substantial portion of our total revenue from operations. The loss of any of our top 10 customers for any reason (including due to loss of, or failure of our customers to win orders / contracts from their customers to renew our existing arrangements with our customers; limitation to meet any change in quality specification, change in technology disputes with a customer; adverse changes in the financial condition of our customers, such as possible bankruptcy or liquidation or other financial hardship, merger or decline in their sales, labor strikes or other work stoppages) could have a material adverse effect on our business, results of operations and financial condition. Fluctuations in the performance of the industries in which certain of our customers operate may result in a loss of customers, a decrease in the volume of work we undertake or the price at which we offer our services. If we fail to retain these customers on terms that are commercially reasonable or if there is any significant reduction in the volume of business with such customers, it could materially and adversely affect our business, results of operations, cash flows and financial condition. In addition to these factors, these key customers may also replace us with our competitors. Our reliance on a select group of customers may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance.

Our dependence on these customers subjects us to various risks which may include, but are not limited to, reduction, delay or cancellation of orders from our key customers, failure to renew contracts with one or more of our key customers, failure to renegotiate favourable terms with our key customers or the loss of these customers entirely (due to factors such as disputes with customers, financial hardship including due to bankruptcy or liquidation, migration of customers to our competitors, inability to timely execute new product development projects, changes in governmental or regulatory policies or any other circumstances specific to customers such as acquisition or consolidation of such customer, or adverse market conditions affecting the industry in which our customer operates or the economic environment generally, such as the COVID-19 pandemic), all of which could have a material adverse effect on our business, financial condition, cash flows and results of operations.

Further, we rely on purchase orders and delivery schedules issued by our customers from time to time, that set out the price per unit, volume and other terms of sales for our products. However, such purchase orders/delivery schedules may be cancelled unilaterally with or without cause and should such cancellation take place, it may have an adverse impact on our revenue and results of operations. We typically do not enter into long term agreements with our customers, which exposes us to the risk of revenue fluctuations and uncertainty regarding future business. The absence of such agreements means that our relationships with customers are based on their discretion, and we may face challenges in securing continued business at favorable terms. This lack of long-term agreements could result in a loss of revenue, unexpected changes in order volume, and difficulties in forecasting our inventories, which may adversely impact our results of operations, financial condition, and cash flows. Furthermore, there is no assurance that our top 10 customers will continue to source products from us at volumes or rates consistent with, and commensurate to, the amount of business received from them historically, or at all. While we have not faced any such instances in the six-month period ended September 30, 2024 and in last three Fiscals, we cannot assure you that any decrease in the demand for our products from our top 10 customers, or a termination of our arrangements altogether, would adversely impact our results of operations, financial condition and cash flow.

6. ***We majorly depend on our top 10 suppliers. During the six-month period ended September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our top 10 suppliers constituted 61.18%, 62.54%, 71.93% and 73.97% of the total cost of our raw materials purchased. Our lack of long-term supply orders of key raw materials and components from our private suppliers increases the risk of pricing pressure for our demand of continued supply, any variation in the supply and cost of such key raw materials and traded goods could have an adverse effect on our business, financial condition and operations.***

The fluctuating prices of key raw materials and components including copper, lamination, MS tank, radiator, oil, bushing, insulation and MS frames coupled with our lack of long-term supply agreements, could significantly impact on our cost structure and profitability. Given that a substantial portion of our raw material purchases are concentrated among a few private suppliers, any increase in prices or disruption in supply from these suppliers could have an outsized impact on our operations. The absence of long-term contracts leaves us more vulnerable to market volatility, making it difficult to predict costs and manage our margins effectively. This exposure to pricing fluctuations underscores the importance of our ability to negotiate favorable terms with suppliers and, where possible, secure consistent pricing to mitigate potential risks.

Set forth below is a table depicting the cost of raw materials and traded goods from our top supplier, top 5 suppliers and top 10 suppliers for the relevant periods:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	As a % of the cost of total raw materials purchased	Amount (in ₹ million)	As a % of the cost of total raw materials purchased	Amount (in ₹ million)	As a % of the cost of total raw materials purchased	Amount (in ₹ million)	As a % of the cost of total raw materials purchased
Top supplier	506.98	13.40	1,038.43	15.11	1,520.11	21.62	1,047.35	21.67
Top 5 suppliers	1,780.38	47.05	3,298.73	48.01	4,010.41	57.04	2,891.53	59.83
Top 10 suppliers	2,315.06	61.18	4,296.79	62.54	5,056.72	71.93	3,574.72	73.97

We do not have long- term agreements with our suppliers. We typically place orders with our suppliers in advance, and the price for each order is negotiated based on market conditions and the price for each order of other raw materials, such as copper, is based on the benchmark price we received annually. Prices of such raw materials may fluctuate. If our raw materials become significantly more expensive, we may not be able to pass on the additional costs to our customers and our profit margins may be reduced.

Moreover, our relationship with suppliers of key raw materials and components lacks exclusivity, thereby contributing to potential pricing pressures exerted by our suppliers. Such pricing pressure from our suppliers may adversely affect our business, gross margin, profitability, and ability to increase prices, impacting our business, results of operations, cash flows, and financial condition. This pricing pressure can limit our ability to set or maintain prices at levels that would sustain our gross margins and profitability. However, we have established relationships with multiple suppliers for most of our products to mitigate risks associated with raw material supply and pricing pressures, and we have not experienced any material pricing pressures for the six-month period ended September 30, 2024 and in the last three Fiscals. If we are unable to offset this pressure through cost reductions, efficiency improvements, or other measures, our profitability could decline. In addition, if we experience a quality issue with a raw material or we otherwise discontinue our relationship with a particular supplier, we may experience delays or increased costs in obtaining such raw materials from a comparable supplier. Although we have not experienced any significant shortages or delay in the six-month period ended September 30, 2024 and during the last three Fiscals, we cannot assure you that we will not encounter any shortage or delay in the future.

If there are any defaults or failures to make any payments due to our suppliers, this could cause our suppliers to terminate their relationship with us, or resort to litigation to recover any amounts due. The financial instability of suppliers, labour problems experienced by suppliers, disruption in the transportation of the raw materials by suppliers, including as a result of labour slowdowns, transport availability and cost, transport security, inflation and other operational factors relating to suppliers are beyond our control.

7. ***We derive a significant portion of our revenue from the supply of power transformers which constituted 72.45%, 88.98%, 93.37% and 92.71% of our revenue from operations during the six-month period ended September 30, 2024 and during Fiscals 2024, 2023 and 2022. A reduction in purchases of power transformers could adversely affect our business, results of operations and financial condition.***

As a manufacturer of power transformers, our business is dependent on the market for power transformers ranging from 11 kV to 220 kV.

The table below sets forth the details of our revenue from supply of power transformers during the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations
Power Transformers	4,130.39	72.45	7,719.14	88.98	8,159.09	93.37	5,800.52	92.71

If there is a decrease in the demand for power transformers or if there is uncertainty and other unexpected fluctuations or changes such as manufacturing shutdowns or equipment breakdown or failure and industrial accidents, interruptions in supply of water and electricity or other resources; failure or bottlenecks in production processes etc. could adversely affect our business and results of operations. Additionally, the continued reliance on a single product segment exposes us to greater vulnerability in the event of adverse market conditions or industry-specific challenges.

8. *There are outstanding legal proceedings involving our Company, Subsidiaries, Promoters, and Directors which could have an adverse effect on our business, financial condition and results of operations.*

There are outstanding legal proceedings involving our Company, Subsidiaries, Promoters and Directors. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. Such proceedings could divert management time and attention and consume financial resources in their defense. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations.

A summary of the outstanding proceedings involving our Company and Subsidiaries, Promoters and Directors in accordance with the requirements under the SEBI ICDR Regulations as disclosed in this Draft Red Herring Prospectus, to the extent quantifiable, has been set out below. As on date of this Draft Red Herring Prospectus, there are no outstanding litigations involving our Group Company, which may have a material impact on our Company:

Category of individuals/entities	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigations^	Aggregate amount involved* (in ₹ million)
Company						
By our Company	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against our Company	1	5	Nil		Nil	12.12
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against the Subsidiaries	Nil	Nil	Nil		Nil	Nil
Directors#						
By the Directors	Nil	Nil	Nil	*(Not applicable)*	Nil	Nil
Against the Directors	2	Nil	Nil		Nil	Nil
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	2	Nil	Nil	Nil	5.42

^Determined in accordance with the Materiality Policy
**To the extent quantifiable.*
#Including Promoters, who are also our Directors.

Further, except as disclosed in "*Outstanding Litigation and Material Developments – Outstanding litigation involving our Group Company, which has a material impact on our Company*", there are no pending litigations involving our Group Company which will have a material impact on our Company.

For further details of legal proceedings and notices involving our Company and Directors, see "*Outstanding Litigation and Material Developments*" beginning on page 337. Given the nature of our business, we are subject to certain lawsuits initiated by our customers alleging manufacturing defects in our transformers arising out of parts which have not been replaced with genuine parts as required under the warranty policy of our Company.

We cannot provide assurance that these legal proceedings will be decided in favour of our Company, Directors, Promoters or Subsidiaries, or that no further liability will arise out of these proceedings. Further, we cannot provide assurance that any legal proceedings or regulatory actions will not be initiated against our Company in future or that we will not be subject to any penalty imposed by any competent regulatory authorities in this respect. Decisions in such proceedings may have an adverse effect on our business, cash flows, prospects, reputation, results of operations and financial condition. Even if we are successful in defending such cases, we may be subject to legal and other costs incurred pursuant to defending such litigation, and such costs may be substantial and not recoverable.

9. ***Any shortages, delays or disruptions in the supply of raw materials we use in our operating process may have a material adverse effect on our business, financial condition, results of operations and cash flows. Further the cost of raw materials that we use in our operating process are subject to volatility. Increases or fluctuations in raw material prices, may have a material adverse effect on our business, financial condition, results of operations and cash flows.***

Our business involves purchasing inventory of copper, lamination, MS tank, radiator, oil, bushing, insulation and MS frame from various vendors and suppliers based on projected sales. 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 and work-in-progress goods that we typically maintain at our facilities.

	Six-month period ended September 30, 2024	As of March 31,		
		2024	2023	2022
Inventory days[(1)] (in days)	81	137	107	95

Notes: Inventory days is calculated as closing inventory/ cost of goods sold x 365 or 180 for six months (as the case may be).

While we strive to maintain adequate inventory levels and have not experienced any shortages of raw materials and work-in-progress goods from our suppliers during the six-month period ended September 30, 2024 and the last three Fiscals, if we face a shortage in raw materials in the future, there can be no assurance that we may be able to acquire the raw materials from the market in a timely manner, or at all, and if we are not able to procure raw materials in sufficient quantities, we may not be able to manufacture our products according to our pre-determined timeframes or as contracted with our customers, at our previously estimated product costs, or at all. Therefore, any shortage, delay or disruption in supply of any of our raw materials could have an adverse effect on our business, results of operations, cash flows and reputation. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Principal Factors Affecting Our Financial Condition and Results of Operations*" beginning on page 306.

Further, our operations are dependent upon the price and availability of the raw materials that we require for the production of our products. The following table sets forth the details of our total cost of materials for the periods indicated:

Particulars	Six-month period ended September 30, 2024	As of March 31,		
		2024	2023	2022
Cost of materials consumed (in ₹ million)	4,258.01	6,352.27	6,384.05	4,705.11
Cost of materials consumed as a percentage of total expenses (in %)	84.74	80.94	83.32	83.32

For further details in relation to procurement of our raw materials, see "*Our Business – Raw Materials*" on page 201.

We have in the past experienced cost fluctuations for these raw materials due to volatility in the commodity markets and have mitigated the risk of cost fluctuations by adjusting the selling price of our products. However, increasing global demand for, and uncertain supply of, any such raw materials could disrupt us or our suppliers' ability to obtain such raw materials in a timely manner to meet our supply needs and at competitive prices and may lead to increased costs. The prices and supply of these raw materials are also affected by, among others, general economic conditions, competition, production costs and levels, transportation costs, indirect taxes and import duties, tariffs, absence of long-term supply agreements and contracts and fluctuations in the foreign currency exchange rate.

Any increase in the cost of inputs to our production could lead to higher costs for our products. If we increase the prices of our products to offset the impact of higher costs, this may cause certain of our customers to cancel orders or refrain from purchasing our products, which may materially and adversely reduce the demand for our products, and thus, negatively impact our operating results. While we have not faced any such cancellations in the past, there cannot be any assurance that we may not face the same going forward. If we are unable to pass on cost increases to our customers or are unsuccessful in managing the effects of raw material price fluctuations, our business, financial condition, results of operations and cash flows could be materially and adversely affected. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Principal Factors Affecting our Financial Condition and Results of Operations*" on page 306.

10. ***Our inability to effectively manage our growth or to successfully implement our business plan and growth and expansion strategy could have an adverse effect on our business, results of operations and financial condition.***

We are one of the leading manufacturers of power, auto and inverter duty transformers in India, in terms of production volume as of Fiscal 2024 (*Source: CRISIL Report*). We have experienced considerable growth, and we have significantly expanded our operations. However, we cannot assure you that we will be able to continue to grow further, or at such rate. The table below sets forth the details of our revenue from operations and profit after tax for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022:

(*in ₹ million*)

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations	5,701.41	8,675.53	8,738.83	6,256.62
Profit after tax after share of profit/ (loss) of associate	517.28	635.21	874.73	553.03

As part of our growth plan, we seek to enhance our market presence. See "*Our Business – Our Strategies*" on page 194. Our inability to manage our expansion effectively and execute our growth strategy in a timely manner, or within budget estimates or our inability to meet the expectations of our stakeholders could have an adverse effect on our business, results of operations and financial condition. We may not be able to expand our business operations into unexplored geographies successfully which may not be similar to our experience in the existing areas where we operate. The risks involved in entering new markets and expanding operations may be higher than expected, and we may face significant competition in such markets. Competing successfully in international markets may require additional resources due to the unique aspects of each geographic market. Some of our competitors in such markets may have greater capital and financial and other resources, existing reputation and brand, greater market penetration and broader products range and larger, stronger sales force than us which may make their products more competitive than ours. We cannot assure you that we will be able to grow our business in such new geographic markets. While we have not faced any such instances as at the six-month period ended September 30, 2024, and in last three Fiscals, our inability to grow our business in such additional geographic markets could have a material adverse effect on our business, operations, prospects or financial results.

Our inability to successfully implement our growth and expansion strategy could place significant strain on our operations, financial controls, and internal systems. Challenges may arise in maintaining manufacturing, recruiting and retaining skilled personnel, and adhering to quality standards. Failure to effectively manage our growth could result in increased costs, reduced profitability, and adverse effects on our business, financial condition, and operations.

11. ***Under utilization of our manufacturing capacities and an inability to effectively utilize our manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.***

Information relating to the installed capacity and capacity utilization of our three 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 M/s. Adharshila Associates, an independent chartered engineer, in the calculation of the installed capacity and capacity utilization of our manufacturing facilities.

Our ability to 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. Capacity utilization is affected by our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, and industry/ market conditions. In the event there is a decline in the demand for our products, or if 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. Additionally, we are in the process of setting up an additional manufacturing facility at Vadod, which will increase our overall production capacity. If market demand does not align with this expanded capacity, it could result in under-utilization of both our existing and new facilities adversely affecting our operational performance and profitability.

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 – Installed capacity and capacity utilization*" on page 197.

12. ***Our innovation and validation expenditure constituted 0.01%, 0.01%, 0.01% and 0.01% of our revenue from operations in the six-month period ended September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022. Failure to refine and improve our innovation and validation capacities, introduce new technologies or acquire new or improved manufacturing equipment could adversely affect our business, results of operations and financial condition.***

The transformer manufacturing industry is subject to constant innovations, improvements and upgradations to different classes of transformers and technologies. 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. For instance, we conducted a dynamic short circuit test on our innovative 17 MVA, 33/4*0.800 kV aluminium foil wound inverter duty transformer, specifically designed for solar power generation applications on February 17, 2022.

The table below sets forth our Company's innovation and validation expenses and the percentage of revenue from operations for the six-month period ended September 30, 2024, and for Fiscals 2024, 2023 and 2022:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	As a percentage of revenue from operations (%)	Amount (in ₹ million)	As a percentage of revenue from operations (%)	Amount (in ₹ million)	As a percentage of revenue from operations (%)	Amount (in ₹ million)	As a percentage of revenue from operations (%)
Innovation and validation expenses	33.51	0.01	97.48	0.01	44.87	0.01	27.19	0.01

As of September 30, 2024, we had a dedicated in-house design team of 25 members. We are committed to recruiting new talent to join our design team. We hire PhDs/doctoral graduates with outstanding academic records and personnel with experience in the relevant fields. For further information, see *"Our Business – Innovation and Validation"* on page 202. Further, we must 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 in the future is dependent on our ability to respond to technological advances in our industry in a timely and cost-effective manner. Continuous investment in innovation and validation 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. If our innovation and validation efforts do not generate the anticipated results, it could adversely impact our profitability and financial condition. Additionally, the resources allocated to innovation and validation could strain our ability to invest in other critical areas of the business.

The maintenance and improvement of the competitive edge 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 and 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.

13. ***There have been certain instances of delays in payment of statutory dues by our Company in the past. Any delay in payment of statutory dues by our Company in future may result in the imposition of penalties and in turn may have a material adverse effect on our business, results of operations and financial condition.***

As of September 30, 2024, we had a total of 301 employees for whom our Company is required to pay certain statutory dues including provident fund contributions and employee state insurance contributions under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees' State Insurance Act, 1948, respectively, and professional taxes.

The table below sets out details of the delays in statutory dues payable by our Company for the six months period ended September 30, 2024, and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	Number of employees	Paid dues	Unpaid dues	Amount (₹ million)	Period to which amount relates	Status of Payment as on Date	Reasons for delay (management remark)
Employees State Insurance	1	414	-	-	-	-	-
Gratuity	6	886,710	-	-	-	-	-
Provident Fund	299	4,394,390	-	-	-	-	-
Professional Tax	300	347,800	-	-	-	-	-
Tax deducted at source on salary	54	7,700,024	-	-	-	-	-

The table below sets out details of the delays in statutory dues payable by our Company:

(₹ million, except for number of days)

Nature of Statutory Dues	As of September 30, 2024		Fiscal					
			2024		2023		2022	
	Amount for which payment was delayed	Number of days	Amount for which payment was delayed	Number of days	Amount for which payment was delayed	Number of days	Amount for which payment was delayed	Number of days
Provident Fund	Nil	Nil	Nil	Nil	Nil	Nil	0.35	21
Professional Tax	Nil	Nil	Nil	Nil	0.04	2	Nil	Nil

Nature of Statutory Dues	As of September 30, 2024		Fiscal					
			2024		2023		2022	
	Amount for which payment was delayed	Number of days	Amount for which payment was delayed	Number of days	Amount for which payment was delayed	Number of days	Amount for which payment was delayed	Number of days
Tax deducted at source on salary	Nil	Nil	0.01	27	1.20	3	0.36	17
Tax deducted at source other than on salary	0.20	24	0.70	142	0.48	238	0.84	297

If we are unable to pay our statutory dues on time, we could we subject to regulatory actions and penalties which could impact our financial condition and results of operations. We cannot assure you such delays in payment of statutory dues will not occur in future or we will not receive any notice seeking an explanation or an order imposing a penalty in the future in relation to such delays.

14. ***Our Company and Baoding Tianwei Baobian Electric Co. Ltd. ("Baoding") are subject to certain non-compete obligations included in the joint venture agreement dated August 18, 2015, amongst our Company, Baodings and BTW-Atlanta Transformers India Private Limited ("BTW" and the agreement, the "JV Agreement"). A breach of these non-compete obligations could result in legal disputes, financial penalties, and potential claims for damages.***

Our Company and Baoding are subject to certain non-compete obligations as stipulated in the JV Agreement. For further details in relation to the key terms of the JV Agreement, see "*History and Certain Corporate Matters – Key terms of other subsisting material agreements*" on page 219. The restrictions under the JV Agreement prohibit our Company from directly or indirectly engaging in any activity or promoting or investing in any firm, business or company that competes with the business of BTW or is in the nature that will adversely affect the business of BTW, during the term of the JV Agreement. Further, the Company would not set-up any facilities in India that manufactures transformers or reactors above 220 kV rating.

In addition, the JV Agreement imposes geographical restrictions on us, including limitations on the sale of products as specified in the JV Agreement in the People's Republic of China, unless prior written consent is obtained from Baoding. A breach of these non-compete obligations or other clauses of the JV Agreement could result in legal disputes, financial penalties, and potential claims for damages against the defaulting party. Such claims could have a material adverse effect on our financial position, operational performance, and reputation. Furthermore, these restrictions may limit our ability to expand or enter new markets, potentially hindering its long-term growth prospects.

Further, these non-compete provisions may give rise to unforeseen liabilities, litigation, or limitations on future business opportunities.

15. ***Apart from Dukhabandhu Rath and Milin Kaimas Mehta, none of our Directors have any prior experience of directorships in listed companies.***

As of the date of this Draft Red Herring Prospectus, our Board comprises of 8 Directors, of which 4 are Executive Directors, and 4 are Independent Directors (including one woman Independent Director). While all our directors have several years of experience in their respective fields, apart from two Independent Directors, namely Dukhabandhu Rath and Milin Kaimas Mehta, none of our Directors, are currently on the board of directors of companies that are listed on the stock exchanges in India or outside India. Not having any significant contemporary experience of being a director in any other listed company may present certain potential challenges for our Company. For further details, see "*Our Management*" on page 224.

Accordingly, most of our Directors have limited exposure to management of affairs of a listed company which, inter alia, entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, our Company will be required to adhere to strict standards pertaining to accounting, corporate governance and reporting that we did not require as an unlisted company. Our Company will also be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If our Company experiences 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 its results of operations as promptly as other listed companies.

As a result, the Board of Directors may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

Exposure to the risks associated with listed companies may impact the Company, particularly in relation to adherence to stringent corporate governance, regulatory standards, and reporting requirements, which were not applicable during our tenure as an unlisted entity. We cannot provide assurances that any legal proceedings or regulatory actions will not be initiated against our Directors in relation to their directorships in other listed companies. Moreover, such actions, if initiated, could result in penalties or other consequences imposed by the relevant regulatory authorities. These potential regulatory or legal actions could adversely affect the reputation, operations, and financial standing of our Company, as well as the ability of our Directors to continue serving in their respective roles within our Company.

16. ***We are subject to strict quality requirements, regular inspections and audits. An inability to maintain the quality of our products could lead to the cancellation of existing and future orders, recall claims or warranty claims***

We provide a range of offerings that are used in various industries such as steel, dairies, textile, solar, construction and infrastructure. Given the nature of our offerings, adherence to quality standards is a critical factor in our manufacturing process. Our customers maintain strict quality standards that includes strict qualification and certification procedures. Our products may contain certain errors or quality defects that remain undetected until such products are delivered to the customers. These errors may have been caused by defects in the raw materials or in the manufacturing process. If these products are returned by the customers or if customers initiate recall claims or warranty claims, we may be required to incur significant costs in recalling the sub-standard products and reimbursing the relevant customers. While there have been no instances in the six months ended September 30, 2024 and the last three Fiscals where we had to recall our products, we cannot assure you that such instances will not take place in the future. We may not be able to meet relevant regulatory quality standards in India at all times, or even the quality requirements set by our customers in the RFQs, which could have an adverse effect on our business, financial condition, results of operations and cash flows. We also face the risk of legal proceedings and product liability claims being brought against us by our customers for any defective products sold. A product liability claim may adversely affect our reputation and brand image, as well as entail significant costs. While there have been no instances where we were subject to any product liability claims in the six months ended September 30, 2024, and the last three Fiscals, we cannot assure you that we may not experience any product liability losses in the future or that we may not incur significant costs to defend any such claims. While in past, we have received notices pursuant to issues arising with the product from our customers, in such instances we had initiated a product recall for repairing the transformer and sent it back to the customer's site. Additionally, we also provide for warranty provisions in our financial statements. Going forward if we are not in compliance with any of their requirements, our facilities and products may be the subject of a warning letter or sanctions or any other action from regulatory authorities, which could result in the withholding of product approval and the shut-down of our facilities.

We also manufacture products that must meet precise quality, measurement, and tolerance standards. Failure to comply with these requirements may lead to order cancellations, product recalls, or warranty claims, incurring significant costs. Our purchase orders often contain liability clauses, exposing us to potential obligations for product quality and delivery. Defective products may also result in litigation or third-party liability claims, impacting our reputation and financial condition. While we have not faced product liability claims in the last three fiscal years, we cannot guarantee future compliance with quality standards or the absence of such claims, which could adversely affect our business.

17. ***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 due to uncertainties in regulations and policies, competition from global players, raw material availability and price volatility, fluctuations in the prices of raw materials, and currency fluctuations due to various global geopolitical as well as economics activities. It also faces several challenges such as ensuring the quality and reliability of transformers, ensuring compliance with national and international standards, technology upgradation, presence of multiple small players including unorganized players, and increase in longer lead times for transformers due to increase in demand from various sectors. For further details, see "*Industry Overview – Threats and challenges for transformer Industry*" on page 186. 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.

18. ***We require sizeable amounts of working capital for our continued operation and growth. Our inability to meet our working capital requirements could have a material adverse effect on our business, results of operations and financial condition. Further, any surplus production on account of inaccurate forecasting of customer requirements and failure to manage inventory could adversely affect our business, results of operations and financial condition.***

Our business requires significant amount of working capital for day-to-day operations, procurement of raw materials and production as there is considerable time interval between purchase of raw materials and realisation from sale of our finished goods and our inability to meet our working capital requirements may adversely affect our cash flow cycle. 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. Further, certain purchase orders may require a considerable increase in materials and production costs. The credit period given to customers may be considerable and customers may not be invoiced for products until the time of delivery of our systems, or products or after their delivery and, in some cases, the customer may not pay our invoices on time or at all. Our trade receivables impact our working capital requirements and higher levels of trade receivables increase our working capital requirements.

Set forth below are the details of our net working capital during the six-month period ended September 30, 2024 and in Fiscal 2024, Fiscal 2023, and Fiscal 2022:

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net working capital[(1)]	1,722.82	1,614.01	1,387.81	824.98

Net working capital is calculated as the total of current assets (excluding cash & cash equivalents and bank balances other than cash and cash equivalents) less total of current liabilities (excluding current borrowings).

We expect to continue to fund our working capital requirements in the future from cash generated from operations and from working capital loans; however, our inability to meet our working capital requirements through cash from our operations or borrowings, 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. Raising debt will elevate our interest and repayment obligations, potentially impacting profitability and cash flows, while also imposing additional covenants that could restrict our operational cash flow access. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition, cash flows and results of operations. In addition, if we experience insufficient cash flows or are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations. Management of our working capital requirements involves the timely payment of, or rolling over of, our short-term indebtedness and securing new and additional loans on acceptable terms, or re-negotiation of our payment terms for, our trade payables, collection of trade receivables and preparing and following accurate and feasible budgets for our business 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. Should 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 and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations and financial condition. For further information on the working capital facilities currently availed of by us, see "*Financial Indebtedness*" on page 334.

19. ***Our business operations are being conducted on premises leased from third parties. Our inability to continue operating from such premises, or to seek renewal or extension of such leases may have an adverse effect on our business, operations and financial condition.***

Our business operations are primarily conducted on premises leased from third parties and we may continue to enter into such transactions in future.

The table below provides leased details of our Registered and Corporate Office and manufacturing facilities:

Sr. No.	Address of the facilities	Owned / Leased/Licensed	Name of Lessor/Owner/Licensor	Area	Term
1.	Plot no. 1503, Vithal Udyognagar Industrial Estate, Karamasad Village Tal. And District Anand Revenue Survey nos. 860/2, 860/3, 861, 849/1 & 850 of mouje Village Karamsad, Taluka District Anand	Leased	Gujarat Industrial Development Corporation	3,920 square meters	99 years with effect from June 29, 1983.
2.	Plot No. 1504, Vithal Udyognagar, GIDC, constructed on RS no. 850/p, 860/p, 861/p in the sim of village Karmasad, District Anand	Leased	Gujarat Industrial Development Corporation	3,920 square meters	99 years with effect from December 4, 1999.
3.	Doddaballapur Industrial Area, formed out of Survey No. 96,114,115 & 116, situated at Bashettyhalli Village, Kasaba Hobli, Doddaballapur Taluka, Bengaluru Rural District 561203	Leased	Southern Power Equipment Company Private Limited	4178.84 square meters	6 years with effect from March 1, 2024. till February 28, 2030.
4.	Plot no. 1701 and 1702, Vithal Udyognagar, GIDC, constructed on RS no. 886/1 and 2 of Village Mouje Karmasad, Taluka and District Anand	Leased	Gujarat Industrial Development Corporation	17,845 square meters	99 years from lease deed dated March 24, 1983 and deed of assignment dated August 18, 2008.

Sr. No.	Address of the facilities	Owned / Leased/Licensed	Name of Lessor/Owner/Licensor	Area	Term
5.	Plot no. 1505/1 and 1505/2, Vithal Udoyog nagar, GIDC, constructed on RS no. 853/p, 850/p, 860/p of Village Mouje Karmasad, District Anand	Leased	Gujarat Industrial Development Corporation	720 square meters	99 years with effect from August 27, 2010.
6.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 685/A	Owned	Company	a. Plot no.1, admeasuring area 505.00 square meters. b. Plot no.2, admeasuring area 400.00 square meters. c. Plot no.5, admeasuring area, 420.40 square meters. d. Plot no.7, admeasuring area 415.90 square meters.	-
7.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 685/A	Owned	Company	a. Plot no.3, admeasuring area 405.10 square meters. b. Plot no.4, admeasuring area 410.90 square meters. c. Plot no.6, admeasuring area, 429.65 square meters. d. Plot no.8, admeasuring area 432.90 square meters	-
8.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	a. Plot no.5, admeasuring area 386.12 square meters b. Plot no.6, admeasuring area 384.72 square meters c. Plot no.7, admeasuring area, 383.81 square meters d. Plot no.8, admeasuring area 382.82 square meters	-
9.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	Plot no.1, admeasuring area 798.00 square meters	-
10.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	Plot no.3, admeasuring area 544.00 square meters	-
11.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	Plot no.4, admeasuring area 545.00 square meters	-
12.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	a. Plot no.9/A, admeasuring area 582.15 square meters b. Plot no.9/B admeasuring area 582.16 square meters c. Plot no.12/1, admeasuring area,	-

Sr. No.	Address of the facilities	Owned / Leased/Licensed	Name of Lessor/Owner/Licensor	Area	Term
				816.31 square meters d. Plot no.10, admeasuring area 548.00 square meters	
13.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	a. Plot no.12, admeasuring area 924.40 square meters b. Plot no.14 admeasuring area 397.24 square meters c. Plot no.17, admeasuring area, 789.62 square meters	-
14.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	Plot no.16, admeasuring area 389.00 square meters	-
15.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	a. Plot no.18, admeasuring area 400.00 square meters b. Plot no.19 admeasuring area 921.00 square meters c. Plot no.15 admeasuring area, 608.11 square meters	-
16.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	a. Plot no.11, admeasuring area 427.12 square meters b. Plot no.12, admeasuring area 427.12 square meters c. Plot no.13, admeasuring area, 425.00 square meters d. Plot no.14, admeasuring area 418.68 square meters	-
17.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	a. Plot no.1, admeasuring area 640.75 square meters b. Plot no.2, admeasuring area 495.12 square meters c. Plot no.5, admeasuring area, 385.68 square meters d. Plot no.8, admeasuring area 497.37 square meters e. Plot no.17, admeasuring area 362.50 square meters	-

Sr. No.	Address of the facilities	Owned / Leased/Licensed	Name of Lessor/Owner/Licensor	Area	Term
18.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	a. Plot no.9, admeasuring area 545.56 square meters b. Plot no.10, admeasuring area 431.37 square meters	-
19.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	Plot no.16, admeasuring area 402.18 square meters	-
20.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	a. Plot no.18, admeasuring area 480.25 square meters b. Plot no.19, admeasuring area 462.00 square meters c. Plot no.20, admeasuring area, 486.00 square meters d. Plot no.21, admeasuring area 563.58 square meters e. Plot no.22, admeasuring area 578.80 square meters	-
21.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	a. Plot no.3, admeasuring area 414.37 square meters b. Plot no.4, admeasuring area 402.18 square meters c. Plot no.6, admeasuring area, 409.06 square meters d. Plot no.7, admeasuring area 384.43 square meters	-
22.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 684	Owned	Company	7,292.00 square meters	-
23.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 685	Owned	Company	8,746.00 square meters	-
24.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 687	Owned	Company	10,724.00 square meters	-
25.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	431.37 square meters	-
26.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 689	Owned	Company	7,000.00 square meters	-
27.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 697	Owned	Company	14,163.00 square meters	-

For further information, see *"Our Business – Property"* on page 205. We cannot assure you that we will be able to continue operating out of these premises or renew the leases on favorable terms, or at all. Any inability to renew these leases or secure alternative premises in a timely manner may adversely impact our business, operations and financial condition.

Given that our operations are conducted primarily on premises leased from third parties, any encumbrance or adverse impact, or deficiency in, the title, ownership rights or development rights of the owners from whose premises we operate, breach of the contractual terms of any lease or leave and license agreements, or any inability to renew such agreements on acceptable terms or at all may adversely affect our business and results of operations. In the event of relocation, we may be required to obtain fresh regulatory licenses and approvals. Further, we cannot assure you that in the event of relocation we will be able to find suitable locations. Until we receive these, we may suffer disruptions in our operations and our business which may also adversely affect our business, results of operations and financial condition. While we have not faced any disruptions to our operations or business due to an inability to continue operating from leased premises or to seek renewal or extension of such leases in the six-month period ended September 30, 2024 and the last three Fiscal years, we cannot assure you that we will not encounter such issues in the future. Any failure to continue operating out of our existing premises or to renew our leases on favourable terms, or at all, could adversely affect our business, financial condition, and results of operations.

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

We receive payments in parts as per the terms of the purchase orders entered into with our customers. Our business depends in part on our ability to successfully obtain payments from our customers. While we typically limit the credit we extend, we may still experience losses in the event our customers are unable to pay. As a result, while we maintain an allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate. Macroeconomic conditions could result in financial difficulties, including insolvency or bankruptcy, for our customers, and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, all of which could increase our receivables or default on their payment obligations to us. While there have been no instances of material bad debts during the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022, there can be no assurance that we would not have any material bad debts in the future. Set out below are details of our trade receivables for the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022:

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Trade receivables (in ₹ million)	2,614.35	1,797.80	2,601.23	1,995.37
Trade receivable days[1] (in days)	83	76	109	116

Notes:
[1]Trade receivable days is calculated as closing trade receivables divided by revenue from operations x 365 or 180 for six months (as the case may be).

If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could have a material adverse effect on our liquidity, business, financial condition, cash flows and results of operations.

21. *Our indebtedness and the conditions and restrictions imposed by our financing agreements and any non-compliance thereof may lead to, among others, suspension of further drawdowns, which could have an adverse effect on our business, results of operations and financial condition.*

We have entered into various financing arrangements with banks, such as term loans and working capital facilities, including fund based and non-fund based borrowings. For further information on the financial indebtedness of our Company, see "*Financial Indebtedness*" on page 334.

Set out below are details of our outstanding borrowings for the dates indicated:

(in ₹ million)

Particulars	As of			
	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Borrowings (non-current)	14.13	38.69	65.96	98.86
Borrowings (current)	867.22	447.27	664.96	660.04
Total Borrowings	**881.35**	**485.96**	**730.93**	**758.90**

Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to manage our business operations and generate sufficient cash flows to service such debt. Our outstanding indebtedness and any additional indebtedness we incur may have significant consequences, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditures, acquisitions, and strategic investments; reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions; and limiting our ability to obtain additional financing for working capital, capital expenditures, or other general corporate and other purposes. It may also limit our ability to invest in operational areas, such as research and development, technological advancements, or hiring key personnel, which could hamper our ability to innovate and compete effectively.

Some of the corporate actions that require prior consents from certain lenders include, among others, changes in ownership, control, management and constitution, changes in the capital structure or shareholding pattern and changes in the constitutional documents. Failure to comply with such covenants or obtain consents may restrict or delay certain actions or initiatives that we may propose to take from time to time and could have significant consequences on our business and operations. If the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, any fluctuations in the interest rates may directly impact the interest costs of such loans. Our ability to make payments on and refinance our indebtedness will depend on our continued ability to generate cash from our future business operations. We may not be able to generate enough cash flow from operations or obtain enough capital to service our debt.

While we have not faced any instances of breach of financial covenants that led to a material adverse effect during the six-month period ended September 30, 2024 and in the last three Fiscals, any failure on our part in the future to satisfactorily observe the covenants under our financing arrangements or to obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities, suspension of further access/withdrawals, either in whole or in part, for the use of the facility and/or restructuring of our debt, adversely impacting our business, financial condition and results of operations.

22. ***We are dependent on a number of Key Managerial Personnel, Senior Management Personnel including our Promoters, and the loss of, or our inability to attract or retain such persons could have an adverse effect on our business, results of operations and financial condition.***

Our senior management team, key managerial personnel, promoters and other qualified personnel are critical to our continued success and we may be unable to attract and retain such personnel in the future. We believe that the inputs and experience of certain of our Promoters, our Key Managerial Personnel and Senior Managerial Personnel are valuable for the growth and development of business and operations and the strategic directions taken by our Company.

We are dependent on our Key Managerial Personnel and Senior Management Personnel including our business heads for our day-to-day management of our business operations. Our success depends substantially on the continued efforts of our senior management team, key managerial personnel and other qualified personnel. If one or more of our executive officers or key employees are unable or unwilling to continue their services with us, we might not be able to replace them easily, in a timely manner, or at all. Any attrition or interruption in the services provided by our Key Managerial Personnel or Senior Managerial Personnel could significantly affect our ability to effectively manage our operations and to meet our strategic objectives. The table below provides the attrition rate for our employees, key managerial personnel and senior management for the periods indicated:

Particulars	As of September 30, 2024	As of or for the year ended March 31,		
		2024	2023	2022
Number of employees	301	284	220	201
Employee attrition rate (%)	8.64	4.94	4.20	6.26

Note: Attrition rate is calculated as overall exits including retired employees divided by average number of employees in the relevant period.

Our industry is characterised by high demand and intense competition for talent. As a result, we cannot assure you that we will be able to attract or retain engineers, qualified staff or other highly skilled employees. Our ability to train and integrate new employees into our operations may not meet the growing demands of our business and may cause employee attrition. Any negative publicity arising from such reduction in turnover may adversely affect our reputation and our ability to attract talent. While this has not happened in the six-month period ended September 30, 2024 and the last three Fiscals, if any of our key managerial personnel or senior management joins a competitor or forms a competing company, we may lose customers, know-how and key professionals and staff members. Further, if any of our key managerial personnel or senior management terminates their services or if their reputation is adversely impacted by personal actions or omissions or other events within or outside their control, our business may be disrupted and we may incur additional expenses to recruit, train, and retain qualified personnel. Further, the process of identifying and integrating new personnel can be time-consuming, expensive, and cause additional disruption to our business. Moreover, the competition for such skilled personnel in our industry is intense, and we may not be able to find suitable or equally capable replacements in a timely manner or at all. Such a scenario could disrupt our operations and adversely impact our competitiveness, business, financial condition, and results of operations.

23. ***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 and there are certain factual inaccuracy in our corporate filings. 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 been unable to locate the form 32 filings for the initial regularisation of our Executive Directors, share transfer forms, form filing for conversion from public limited to private limited company, and challans for various form filings made by our Company. We have not been able to trace the aforementioned documents and accordingly, we have relied on certain secondary documents, including annual returns filed by our Company, share transfer registers, beneficial holding statements, minutes of meetings of our Board of Directors or committees thereof, statement of transactions and holdings, gift deeds and the report prepared by M/s Nandaniya Joshi And Associates, Practicing Company Secretary, and certified by their certificate dated January 31, 2025 ("**PCS Search Report**") pursuant to their inspection and independent verification of the documents available or maintained by our Company, the Ministry of Corporate Affairs at the MCA Portal and the RoC.

For further details of these transfers and the share capital history of our Company, see "*Capital Structure*" on page 72. We cannot assure you that such untraceable corporate records and documents will be available with us in future. Although no regulatory action or litigation is pending against us in relation to such untraceable corporate records and documents and the amount of penalty is not likely to be material, we cannot assure you that regulatory proceedings or actions will not be initiated against us in the future or that we will not be subject to penalties imposed by regulatory authorities in this respect.

24. ***If we are unable to establish and maintain an effective internal controls and compliance system, over financial reporting, our reputation could be adversely affected.***

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. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. 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.

We have implemented various measures to enhance our internal controls and compliance system, including regular internal audits, comprehensive training programs for employees, and continuous monitoring of our control processes. Despite these efforts, the complexity of financial regulations and evolving industry standards pose ongoing challenges.

To address these challenges, the respective Board of Directors of our Company and our subsidiaries are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the respective restated financial information. The respective Board of Directors are also responsible for identifying and ensuring that our Company is compliant with the Companies Act, the SEBI ICDR Regulations and the Guidance Note. Despite these measures, there remains a risk that deficiencies in our internal controls could lead to inaccuracies in financial reporting, potentially damaging our reputation and impacting our stock price. We are committed to continuously improving our internal control systems to mitigate these risks and maintain investor confidence. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

25. ***We are in the process of setting up and commissioning a manufacturing facility in Vadod, Gujarat, and such expansion will be subject to the risk of unanticipated delays in implementation and cost overruns.***

We intend to scale our annual capacity and are in the process of establishing a new manufacturing facility in Vadod, Gujarat. However, these expansion plans may be delayed or terminated due to a number of factors including: inability of our contractors to complete the construction on time, within budget or to the standards specified to them; failure to obtain necessary government approvals in time or at all; occurrence of force majeure events; disruptions such as injury to third parties, site accidents or other incidents and contractual disputes with our construction contractors; and inability to obtain adequate financing to complete construction of and to commence operations of the project. This could also lead to defects in design or construction of such proposed facility, increase in pre-operating expenses, taxes and duties, increase in interest and finance charges, working capital margin, environment and ecology costs.

A delay on account of any of these factors could increase the financing costs associated with the construction and cause us to exceed the forecasted budget. We may also be unable to recover the amounts we have invested in the project if our estimates/projections for the project do not materialize. Furthermore, there can also be no assurance that we will be able to fully utilize the new manufacturing facilities.

26. ***If we are unable to raise additional capital or are unable to obtain financing on favourable terms or at all, our business and growth could be adversely affected.***

We will continue to incur significant expenditure in management and growing the infrastructure at our existing facilities. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our internal accruals and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our growth strategy. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants like effecting any change in the ownership, control, management and constitution of our Company or our Subsidiaries, effecting any changes to the capital structure or shareholding pattern or making any amendments to our constitutional documents. If we are unable to raise adequate capital in a timely manner and on favourable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected. We may be required to delay, scale back or abandon some or all of our plans or growth strategies or reduce capital expenditures and the size of our operations may get constrained. Whenever we avail any unsecured loans, there is always a possibility that such loans could be recalled by the lender at any time. If any lender seeks a repayment of any such loan, our Company will need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all.

We may also require additional cash resources due to future growth and development of our business, including any investments or acquisitions we may decide to pursue. If our cash resources are insufficient to satisfy our cash requirements, we may seek to issue additional equity shares or debt securities or obtain new or expanded credit facilities. Our ability to obtain external financing in the future is subject to a variety of uncertainties. In addition, incurring indebtedness would subject us to increased debt service obligations and could result in operating and financial covenants that would restrict our business operations. Our ability to access international capital and lending markets may be restricted at a time when we would like, or need, to do so, especially during times of increased volatility and reduced liquidity in global financial markets and stock markets, including due to policy changes and regulatory restrictions, which could limit our ability to raise funds.

While we have not faced significant issues in raising capital or obtaining financing on favourable terms in the six-month period ended September 30, 2024 and the last three Fiscals, there can be no assurance that financing will be available in a timely manner or in amounts or on terms acceptable to us, or at all. Any failure to raise needed funds on terms favourable to us, or at all, may impact our liquidity as well as have a material adverse effect on our business, cash flows, financial condition and results of operations.

27. *We have certain contingent liabilities that have not been provided for in our Restated Consolidated Financial Information, which, if they materialize, may adversely affect our business, results of operations and financial condition.*

The following table and notes set forth the principal components of our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, as at September 30, 2024:

(*in ₹ million*)

Particulars	Amount as at September 30, 2024
Bill receivables discounted with the Bank and not matured	172.92
Income tax matters in dispute	6.02
Claims against the company not acknowledged as debt	24.10

For further details, see "*Restated Consolidated Financial Information – Note 43 – Contingent Liabilities*" on page 292.

Our contingent liabilities may become actual liabilities. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations and financial condition. While we have not witnessed any contingent liabilities turning into actual liabilities as at September 30, 2024, there can be no assurance that we will not witness similar or increased levels of contingent liabilities turning into actual liabilities in the current fiscal year or in the future. For further information, see "*Restated Consolidated Financial Information*" on page 254.

28. *Delivery delays and poor handling by third-party logistics service providers may have an adverse effect on our business, financial condition and results of operations.*

We rely on our third-party logistics service providers for the transportation of our products to the customers.

The table set forth below sets out the details of the transportation expenses in relation to the third-party logistics service providers and the percentage of revenue from operations for the six-month period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	Six-month period ended September 30, 2024	As of March 31,		
		2024	2023	2022
Transportation expenses (₹ million)	107.32	188.39	174.43	123.77
Percentage of revenue from operations	1.88%	2.17%	2.00%	1.98%

The services provided by these providers may be suspended, in which case the supply of our products could be interrupted. Delayed or even lost deliveries may occur for various reasons beyond our control, including disruptions of transportation network and transportation infrastructure or deficiencies, poor handling by our logistics service providers, labour disputes or strikes, acts of war or terrorism, health epidemics, earthquakes and other natural disasters. In addition, poor handling of our products could also result in contamination or damage of such products, which may in turn lead to product exchanges, product liability, increased costs and damage to our reputation. Any of the circumstances would have a material and adverse effect on our business, financial condition and results of operations. While, we have not experienced any such disruptions in the delivery of our products in the six-month period ended September 30, 2024 and the last three Fiscals, we cannot assure you that such events will not occur and will not have an adverse material effect on our business, results of operations and financial condition.

Further, in the event of a slowdown in the economic activity in and around places where our facilities are located, or any other developments including social, political or civil unrest, disruption, natural calamities or sustained economic downturn or changes in the policies of the local and state government of such region that results in discontinuation of operation of our facilities located, could require us to incur significant capital expenditure, change our business structure or strategy, which could have an adverse effect on our business, results of operations and financial condition.

29. ***We operate in a competitive environment and may not be able to effectively compete. We face competition from both domestic as well as multinational corporations and our inability to compete effectively could result in the 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 characterized by frequent introductions of new and improved transformers and allied products, applications and technologies. We face competition from both domestic and multinational corporations. We expect competition to persist and intensify in the future as the market wherein we operate is constantly evolving and growing with new and existing competitors devote considerable resources to introducing and enhancing products and services. 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 capabilities and technology and develop intellectual property.

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 have lower costs and be able to withstand lower prices better in order to gain market share. 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. These competitors may be able to respond more rapidly than we can to new or emerging technologies or changes in customer requirements, including introducing a greater number and variety of products than we can.

Our competitors include Transformers & Rectifiers (India) Limited, Voltamp Transformers Limited and Danish Power Limited which are listed ("**Peer Companies**"). The following table also contains information in relation to financial metrics of our competitors. For details, in relation to the comparison of our Company's KPIs with those of the Company's listed peers, refer "*Basis for Offer Price – Comparison with listed industry peers*" on page 125.

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. 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.

30. ***Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

We have not paid any dividends in the six-month period ended September 30, 2024, the last three Fiscals and from October 1, 2024 up until the date of filing this Draft Red Herring Prospectus, and our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements and capital expenditure. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our earnings, capital requirements, acquisitions, overall financial condition of our Company and restrictive covenants of our financial arrangements. 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. Failure to pay dividends in the future may lead to a negative perception of our business among investors, which may have a material adverse effect on our business, results of operations, financial condition and the price of the Equity Shares. Additionally, our ability to pay dividends may also be restricted by the terms of financing arrangements that we may enter into. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. We cannot assure you that we will be able to announce or pay dividends in the future. For further information, see "*Dividend Policy*" on page 253.

31. ***Cyber threats and non-compliance with and changes in privacy laws and regulations could have an adverse effect on our business, results of operations and financial condition and cash flows.***

We may face cyber threats such as (i) phishing and trojans - targeting constituents, wherein fraudsters send unsolicited mails to the constituents seeking account sensitive information or to infect their systems to search and attempt ex-filtration of account sensitive information; (ii) hacking – wherein attackers seek to hack into our website and portal with the primary intention of causing reputational damage to us by disrupting services; (iii) data theft – wherein cyber criminals may attempt to intrude into our network with the intention of stealing our data or information; and (iv) advanced persistent threat – a network attack in which an unauthorized person gains access to our network and remains undetected for a long period of time with an intention to steal our data or information rather than to cause damage to our network or organization. During the six-month period ended September 30, 2024 and last three Fiscals, we have not experienced any significant incidents of phishing, trojans, hacking, data theft, or advanced persistent threats have compromised our data or disrupted our services. We continue to implement robust cybersecurity measures to safeguard against these threats and protect our network and information.

Further, we must comply with privacy laws and regulations such as the Information Technology (Reasonable security practices and procedures and sensitive personal data on information) Rules, 2011 ("**IT Rules**") and the Digital Personal Data Protection Act, 2023. In the ordinary course of our business, we receive certain personal information about our customers, including by electronic means. Under the applicable legal and regulatory framework, we are required to ensure security of all personal data collected by us, formulate a privacy policy and subsequently publish such policy on our website. Furthermore, despite our efforts to comply with applicable laws, regulations, and other obligations relating to privacy, data protection, and information security, it is possible that our interpretations of the law or practices could be inconsistent with or fail or be alleged to fail to meet all requirements of, such laws, regulations, or contractual obligations.

A compromise in our security systems that results in customer personal information being obtained by unauthorized persons or our failure to comply with security requirements for use, storage and transmission of sensitive information could adversely affect our reputation with our customers and result in litigation against us or the imposition of penalties and fines, all of which may adversely impact our business, results of operations, financial condition and liquidity. In addition, we may incur significant financial and operational costs to investigate, remediate and implement additional tools, devices and systems designed to prevent actual or perceived privacy breaches and other privacy incidents, as well as costs to comply with any notification obligations resulting from any such incidents. Any of these negative outcomes could materially and adversely affect our business, prospects, financial condition, results of operations, and cash flows.

32. ***Our business is subject to strikes, work stoppages and/or increased wage demands, as well as other disputes with our employees. Such instances may cause disruptions in our operations, which could materially adversely affect our business, financial condition and results of operations.***

Our manufacturing activities are labour intensive, require our management to undertake significant labour interface, and expose us to the risk of industrial action. We had 301 permanent employees and 126 contractual employees as on September 30, 2024. We may be subject to labour strikes, industrial unrest, slowdowns, and increased wage costs, which may adversely affect our business, financial conditions, cash flows and results of operations. Negative publicity arising from labour unrest could harm our reputation and relationships with key stakeholders, potentially resulting in a loss of business opportunities. While we consider our relationship with our employees to be good and there has been no such instance in the three Fiscals of any disruptions in work due to disputes or other problems with our work force, we could experience disruptions in work due to disputes or other problems with our work force in future, which may adversely affect our ability to perform our business operations.

We do not have control over their day-to-day affairs. Although we do not engage these labourers directly, it is possible under the local laws of the countries in which we operate, that we may be held responsible for wage payments to labourers engaged by subcontractors should the sub-contractors default on wage payments. Any requirement to fund such payments may materially and adversely affect our business, financial condition and results of operations. Additionally, significant increases in labour costs could adversely impact our profit margins, and if not managed effectively, may reduce our ability to remain competitive in the market, affecting our long-term growth and profitability.

Further, work stoppages due to strikes or other events could result in slowdowns or closures of our operations which could have an adverse effect on our business, cash flows and results of operations. While there has been no instance in the six-month period ended September 30, 2024 and the last three Fiscals where we experienced work stoppages due to strikes or labour unrest that resulted in closure of our operations, there is no assurance that we may not experience any such events in the future.

33. ***Any fraud, theft, or embezzlement by our employees, vendors or contractors could adversely affect our reputation, results of operations and financial condition. Our operations and contracts are subject to anti-corruption laws and regulations, and any failure to comply with such laws and regulations could have an adverse impact on our business and reputation.***

Our business is subject to incidents of vendor, contractor, employee fraud, theft or embezzlement. Our industry typically encounters some inventory loss on account of employee theft, fraud and general administrative error. There can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition. Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have an adverse effect on our business, results of operations and financial condition.

Furthermore, our operations and contracts are subject to anti-corruption laws and regulations. If we are not in compliance with applicable anti-corruption laws, we may be subject to administrative, criminal and civil fines and 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 six-month period ended September 30, 2024, and last three Fiscals, we cannot assure you that there will be no such instances in future. A violation of these laws or regulations could lead to administrative, civil and criminal fines and penalties, collateral consequences or remedial measures which may adversely affect our business, results of operations, financial condition and reputation. Our policies and procedures designed to ensure compliance with these regulations may not be sufficient and our directors, officers, employees, representatives, consultants, agents and business partners could engage in improper conduct for which we may be held responsible.

34. *Our Promoters and Promoter Group will continue to exert substantial voting control over our Company after completion of the Offer, which may limit your ability to influence the outcome of matters submitted for approval of our shareholders.*

As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter Group together hold 94.36% our pre-Offer Equity Share capital. For further details, see "*Capital Structure*" beginning on page 72. Following the completion of the Offer, our Promoter and Promoter Group, shall continue to hold substantial voting rights in relation to our Company's post-Offer Equity Share capital. This concentration of ownership could limit your ability to influence corporate matters requiring shareholders' approval. As a result of the shareholding, our Promoter and Promoter Group will have the ability to significantly influence matters requiring shareholders' approval, including the ability to appoint Directors on our Board and the right to approve significant actions at Board and at shareholders' meetings, including mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association. In addition, if our shareholders do not act together, such matters requiring shareholders' approval may be delayed or may not occur at all, which could adversely affect our business. Moreover, these shareholders are not obligated to provide any business opportunities to us. If such other shareholders invest in another company in competition with us, we may lose the support provided to us by them, which could adversely affect our business, results of operations, financial condition and cash flows. We cannot assure you that our existing shareholders will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business. Further, the trading price of our Equity Shares could be adversely affected if potential new investors are disinclined to invest in us because they perceive disadvantages to a large shareholding being concentrated in our Promoter. For details of our Equity Shares held by our Promoter, see "*Capital Structure*" on page 72. For details of interests of our Promoters in our Company, see "*Our Promoters and Promoter Group*" on page 243.

35. *We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.*

We have entered into various transactions with related parties, such as for purchases, sales and payment of remuneration. Such transactions also include the sale of land from our Promoters to our Company, as disclosed in the section titled "*Our Management – Interest of Directors*" on page 230. While we believe that all such transactions have been conducted on an arm's length basis and in compliance with applicable law 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. The table below sets forth details of absolute sum of all related party transactions and the percentage of such related party transactions to our revenue from operations in the periods indicated:

Particulars	Six months Ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Absolute sum of all related party transactions (₹ million)	1,685.56	2,694.50	3,496.24	1,785.25
Revenue from operations (₹ million)	5,701.41	8,675.53	8,738.83	6,256.62
Absolute sum of all related party transactions as a percentage of revenue from operations (%)	29.56%	31.06%	40.01%	28.53%

It is likely that we may enter into related party transactions in the future. For details on our related party transactions, see "*Restated Consolidated Financial Information*" on page 254. We cannot assure you that such transactions, individually or in the aggregate, even if entered into at arms-length terms, will always be in the best interests of our shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

36. *Any downward revision of our credit ratings could result in an increase in the interest rates we would pay on any new borrowings and could decrease our ability to borrow as much money as we require to finance our business.*

The cost and availability of capital, among other factors, depends on our credit rating. Our credit rating reflects, amongst other things, the rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. We have received a long-term rating of "CRISIL BBB+/Stable" and a short-term rating of "CRISIL A2" from CRISIL Ratings Limited on June 6, 2024. While we have not faced any downward revision in our credit ratings during the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022, we may not be able to maintain our credit ratings in future and any downgrade in our ratings may increase borrowing costs and constrain our access to capital and lending markets and, as a result, could adversely affect our business and results of operations. In addition, non-availability or downgrade of credit ratings may also trigger an event of default or acceleration of certain of our borrowings, increase in borrowing costs, and also lead to lenders imposing additional terms and conditions to any financing or refinancing arrangements we enter into in the future and adversely affect our business, results of operations and financial condition. In the event of any downgrade in our credit ratings, we cannot provide any assurance that we would be able to refinance any debt on acceptable terms or at all.

37. *Certain of our Promoters, 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.*

Certain of our Promoters, members of Promoter Group, Directors, Key Managerial Personnel and Senior Management have interests in our Company that are in addition to reimbursement of expenses and normal remuneration payable to them. Our Promoters, Directors, members of the Promoter Group, Key Managerial Personnel and Senior Management may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares and to the extent of their participation in the Offer as Selling Shareholders. For more information on the Selling Shareholders, see "*The Offer*" on page 58.

We cannot assure you that our Promoter, Directors, members of Promoter Group and our Key Management Personnel and Senior Management will exercise their rights as shareholders to the benefit and best interest of our Company. For further details of such interests, see "*Our Management – Interest of Directors*", "*Our Management – Interests of Key Managerial Personnel and Senior Management*" and "*Restated Consolidated Financial Information*" beginning on pages 230, 242, and 254, respectively. For further details of our Promoter, see "*Our Promoter and Promotor Group*" beginning on page 243.

38. *The Objects of the Offer for which funds are being raised have not been appraised by any bank or financial institution. Any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations*

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 114 of this Draft Red Herring Prospectus. Our funding requirements are based on management estimates and are not appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. 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, changes in tax policies and provisions by the central government or state government, and other financial and operational factors.

Accordingly, investors in the Offer will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations. Whilst a monitoring agency will be appointed, for monitoring utilisation of the Gross Proceeds, the proposed utilisation of the proceeds is based on current conditions, our business plans and internal management estimates, appraisal report and is subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. Based on the competitive nature of our industry, we may have to revise our business plan and/or management estimates from time to time and consequently our funding requirements may also change. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows.

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, and applicable rules, our Company cannot change the objects of the Offer without obtaining shareholder approval through a special resolution. If we are unable to obtain this approval in a timely manner, it could adversely impact our business or operations. Additionally, if the objects are varied, the promoters and controlling shareholders will be required to offer an exit opportunity to shareholders who dissent, in compliance with the Companies Act and SEBI ICDR Regulations, including terms related to the pricing of the Equity Shares.

The requirement to provide an exit opportunity to such dissenting shareholders may deter our Promoters and controlling shareholders, as at the time of the proposed variation, from agreeing to any changes made to the proposed utilization of the Net Proceeds, even if such change is in our interest. Furthermore, we cannot assure you that the Promoters and controlling shareholders will have adequate resources to provide an exit opportunity at the price prescribed by SEBI. For further details on exit opportunity to dissenting shareholders, see "*Objects of the Offer — Variation in Objects of the Offer*" on page 123. In light of these factors, we may not be able to undertake variation in object of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in our interest. This may restrict our ability to respond to any change in our business or financial condition by re-deploying the un-utilized portion of the Net Proceeds, if any, or varying the terms of any contract, which may adversely affect our business, results of operations and cash flows.

39. *As on the date of this Draft Red Herring Prospectus we do not have any registered trademarks. Our inability to protect any of our intellectual property rights including misappropriation, infringement or passing off of our intellectual property or failure to obtain our trademarks could have an adverse impact on our business.*

As on the date of this Draft Red Herring Prospectus, our Company has filed for three trademark applications which are currently pending and under various stages of approval. For further details of the trademark applications filed by our Company, see "*Our*

Business – Intellectual Property Rights". Our logo "" is applied for by our Company. In the absence of a registration of future tradenames and trademarks of our Company under the Trademarks Act, 1999, we will not enjoy the statutory protections accorded to a registered name or mark and therefore, we may not be able to initiate an infringement action against a third party for infringing our trademarks and a passing off action might not be sufficient protection until such time the registration is granted. While we take due care to protect our brand through internal policies, any unintended internal or external situations by anyone may adversely affect our brand image. See also "*Our Business – Intellectual Property Rights*" on page 205.

Policing any unauthorised use of our intellectual property is difficult and costly and the steps we take may be inadequate to prevent the infringement or misappropriation of our intellectual property. We cannot guarantee that we will receive favourable outcomes in the proceedings involving the intellectual property of our Company in the future. Litigation related to infringements could result in substantial costs, require increased management attention, and put our intellectual property at risk of being invalidated or narrowed in scope. Any failure in maintaining, protecting or enforcing our intellectual property rights could have a material adverse effect on our business, financial condition and results of operations. Furthermore, if a competitor is able to reproduce or otherwise capitalize on our technology, it may be difficult and expensive for us to obtain necessary legal protection. Any adverse outcome in any legal proceedings that we may initiate in future to successfully enforce our intellectual property may have an adverse effect on our business, results of operations and cash flows.

40. *Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which could have an adverse effect on our business, results of operations and financial condition.*

Our business involves many risks and hazards which may adversely affect our profitability, including equipment failure, work accidents, fire, earthquake, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We typically obtain specialized insurance to cover risks during the execution of our projects. We also maintain insurance that cover our assets and operations. Even if we have insurance coverage for an incident that leads to a loss, we may be required to pay a significant deductible, or the loss may exceed the coverage amount.

The table below sets forth information of insurance cover on assets of our Company during the six-month period ended September 30, 2024 and Fiscal 2024, 2023 and 2022:

(in ₹ million, unless specified otherwise)

Particulars	As of			
	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Amount of total assets*	2,617.82	3,078.09	2,476.10	1,812.43
Amount of sum insured	3,639.43	2,921.84	2,449.97	1,819.26
Insurance coverage (in %)	139.03%	94.92%	98.94%	100.38%

**Insurable assets include property plant & equipment and inventory except land and vehicle.*

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that 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.

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, and while we have no reason to believe that we will not be able to renew our existing insurance coverage as and when such policies expire or obtain comparable coverage from similar institutions as may be necessary or appropriate to conduct our businesses as now conducted. We have not faced any issue with insurance coverage renewals during the six-month period ended September 30, 2024 and in last three Fiscals, however, we cannot assure you that such renewals will be granted in a timely manner, or at acceptable cost, or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered in full or part by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial condition and cash flows could be adversely affected. We cannot assure you that we will not encounter such issues in the future. For further details on our insurance arrangements, see "*Our Business – Insurance*" on page 204.

41. *Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies.*

Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance such as like EBITDA, EBITDA Margin, RoCE, RoE, PAT Margin and Net Working Capital have been included in this Draft Red Herring Prospectus.

We compute and disclose such Non-GAAP financial measures and other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP financial measures are supplemental measures of our performance and liquidity that is not required by, or presented in accordance with, Ind AS. These Non-GAAP financial measures should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability, or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP financial measures are not standardized terms, hence a direct comparison of these Non-GAAP financial measures between companies may not be possible.

We track such operating metrics with internal systems and tools, and our methodologies may change over time. If such internal systems and tools undercount or overcount performance, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates, there are inherent challenges and limitations with respect to how we measure data. This may also affect our understanding of certain details of our business, which could affect our long-term strategies. If we discover material inaccuracies in the operating metrics we use, or if they are perceived to be inaccurate, our reputation may be harmed, and our evaluation methods and results may be impaired, which could negatively affect our business. If investors make investment decisions based on operating metrics that are inaccurate, we may also face potential lawsuits or disputes with investors or regulators.

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

We have commissioned and availed the services of an independent third-party research agency, CRISIL to prepare the report titled "*Strategic assessment of Transformer market*" dated January 28, 2025 (the "**CRISIL Report**"), for purposes of inclusion of such information in this Draft Red Herring Prospectus to understand the industry in which we operate pursuant to engagement letter dated October 15, 2024. A copy of the CRISIL Report is available at https://aetrafo.com/industry-report.aspx. The CRISIL Report has been exclusively commissioned by our Company and paid for by our Company. Certain information in this section and "*Industry Overview,*" "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 136, 187 and 304, respectively, have been derived from the CRISIL Report.

Further, the CRISIL Report is prepared based on information as of specific dates, which may no longer be current or reflect current trends. The CRISIL Report may also base its opinion on estimates, projections, forecasts and assumptions that may prove to be incorrect. In addition, statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. The CRISIL Report also highlights certain industry, peer and market data, which may be subject to assumptions.

There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Furthermore, such assumptions may change based on various factors. We cannot assure you that the assumptions in the CRISIL Report are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the commissioned report is not a recommendation to invest or disinvest in our Company and shall not be construed as expert advice or investment advice. Prospective investors are advised not to unduly rely on the CRISIL Report or extracts thereof as included in this Draft Red Herring Prospectus when making their investment decisions. In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus before making any investment decision regarding the Offer. For further information, see "*Industry Overview*" on page 136.

43. ***Our Company will not receive any proceeds from the Offer for Sale portion. The Selling Shareholders will receive the net proceeds from such Offer for Sale.***

The Offer consists of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 4,000.00 million and an Offer for Sale of up to 3,810,895 Equity Shares aggregating up to ₹ [●] million. The entire proceeds from the Offer for Sale will be paid to the Selling Shareholders (after deducting applicable Offer expenses) and our Company will not receive any such proceeds. For further information, see "*The Offer*" and "*Objects of the Offer*" on pages 58 and 114, respectively.

44. ***Our Promoter Selling Shareholder, Atlanta UHV Transformers LLP has provided a guarantee in connection with our borrowings. Our business, results of operations, cash flows and financial condition may be adversely affected by the revocation of all or any of the guarantee provided by our Promoter Selling Shareholder in connection with the borrowings.***

Our Promoter Selling Shareholder has provided the following guarantee in connection with the borrowings of our Company as on the date of this Draft Red Herring Prospectus:

Guarantee given in favour of	Value of Guarantee (in ₹ million)	Reason for Guarantee	Obligation on our Company in connection with the Guarantee	Period of Guarantee	Financial Implication in case of default (in ₹ million)	Security available in relation to borrowings for which guarantee has been issued	Consideration for the Guarantee (in ₹ million)
Atlanta Electricals Limited	6,113.20	Day to day operations	Except for the obligations of counter - indemnity to be provided by a borrower (i.e., our Company in the capacity of a principal debtor) to a guarantor, in the event of default of the loans in favour of which the foregoing guarantees have been provided and upon subsequent invocation of the guarantee by a lender, there are no obligations on our Company with respect to the guarantee.	Guarantee given on behalf of Atlanta Electricals Limited towards working capital limit. Hence, valid upto loan closure.	6,113.20	Sr. No. 54/108/B, 111/B, 112/B, Neptune Edge, Ground Floor 1 to 19, Near Atlantis Heights, Dr. Vikram Sarabhai Marg, Subhanpura, Vadodara admeasuring 1456.18 Sq. Mtrs.	Nil

If this guarantee or any future guarantees that our Promoters may provide, get revoked, our lenders may require alternative guarantees or cancel such loans or facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, results of operations, cash flows and financial condition may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters in connection with our borrowings.

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

The requirements of being a listed company may strain our resources. As a listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business 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. Furthermore, as a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. If we fail to effectively implement sufficient disclosure controls and procedures and internal control procedures over financial reporting, we may be unable to successfully manage or accurately detect and report our future financial risks. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely.

EXTERNAL RISK FACTORS

46. *Political, economic or other factors that are beyond our control may have an adverse effect on our business, results of operations and financial condition.*

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Adverse economic developments, such as rising Fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Our Company is incorporated in India, and our assets and employees are all located in India. As a result, we are dependent on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. Further, the following external risks may have an adverse impact on our business and results of operations, should any of them materialize. Such incidents could also create a perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares:

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, if any, which may constrain our ability to grow our business and operate profitably;
- downgrade of India's sovereign debt rating by an independent agency;
- political instability, resulting from a change in governmental or economic and Fiscal policies, may adversely affect economic conditions in India;
- strikes, lockouts, work stoppages or increased wage demands by employees, suppliers or other service providers;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war;
- fires and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.
- India has experienced epidemics and natural calamities such as earthquakes, tsunamis, floods, and drought in recent years;
- financial instability and turmoil in other countries; and
- contagious diseases such as the COVID-19 pandemic, the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine. Any similar future outbreaks of COVID-19, avian or swine influenza or a similar contagious disease could adversely affect the Indian economy and economic activity in the region.

We are dependent on domestic and regional economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares. Our performance and the growth of our business depend on the overall performance of the Indian economy as well as the economies of the regional markets in which we operate. As on the date of this Draft Red Herring Prospectus, we have not faced any adverse impact on our business and results of operations due to such external risks, except to the extent disclosed in our "*Restated Consolidated Financial Information"* on page 254.

47. *Changing regulations in India could lead to new compliance requirements that are uncertain*

The regulatory and policy environment in which we operate is evolving and is subject to change. The Government of India may implement new laws or other regulations and policies that could affect our industry in general, which could lead to new and onerous compliance requirements, including requiring us to obtain approvals and licenses from the government and other regulatory bodies. Furthermore, the way new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Any changes to such laws, including the instances mentioned below, may adversely affect our business, financial condition, results of operations, cash flows and prospects. Additionally, the Government of India has introduced (a) the Code on Wages, 2019 ("**Wages Code**"); (b) the Code on Social Security, 2020 ("**Social Security Code**"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 (collectively, the "**Labour Codes**") which consolidate, subsume and replace numerous existing central labour legislations. Different provisions of the Labour Codes may have varying effective dates. While the rules for implementation under these codes have not been notified in its entirety, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our profitability. For example, the Social Security Code aims to provide uniformity in providing social security benefits to the employees which was earlier segregated under different acts and had different applicability and coverage. Furthermore, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the wages payable to employees. The implementation of such laws has the ability to increase our labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance. Further, pursuant to the Finance (No.2) Act of 2024, notified on August 16, 2024, the Government of India has introduced new income tax slabs, an increase in standard deduction and an increase in the deduction available in respect of private sector employer's contribution to National Pension Scheme from 10% to 14% of the salary of the concerned employees. There is no certainty on the impact of the full union budget on tax laws or other regulations, which may adversely affect our business, financial condition, results of operations or on the industry in which we operate. We are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. Unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Compliance with evolving regulations may lead to increased costs and demand significant management time and resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of limited or no precedent may be time consuming and costly for us to resolve, and may impact the viability of our current business or restrict our ability to grow in the future. Additionally, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

48. ***If inflation rises in India, increased costs may result in a decline in profits***

Inflation rates could be volatile, and we may continue to face high inflation in the future, similar to what India had witnessed in the past. Increasing inflation in India can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, salaries, and other expenses relevant to our business, which may adversely affect our business and financial condition. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our operating expenses, which we may not be able to pass on to customers, whether entirely or in part, and the same may adversely affect our business and financial condition. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows. While the Government of India has previously initiated economic measures to combat high inflation rates, it is unclear whether these measures will remain in effect, and there can be no assurance that Indian inflation levels will not rise in the future. Any increase in inflation will have an impact on our costs and financial condition.

49. ***Our operations may be adversely affected by the effects of health pandemics, civil disturbances, social unrest, hostilities or acts of terrorism, natural disasters such as extreme weather events and other criminal activities.***

Certain events that are beyond our control, such as health pandemics, terrorist attacks, natural calamities and other acts of violence or war, may adversely affect worldwide financial and Indian markets, and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy. To mitigate the impact of such unforeseen events, our Company has implemented a comprehensive data backup and disaster recovery policy.

India has experienced social unrest in some parts of the country. If such tensions occur in other parts of the country leading to overall political and economic instability, it could have an adverse effect on our business, financial condition, results of operations and the trading price of our Equity Shares. India has also experienced natural calamities such as earthquakes, tsunamis, floods and droughts in the past. Instances of floods or other natural calamities could have an adverse effect on our business, financial condition, results of operations and the trading price of our Equity Shares. Such events may result in a temporary decline in sales of our transformers and allied products and in our employees' ability to perform their duties. In addition, such events may temporarily interrupt our ability to transport specimens, to receive materials from our suppliers or otherwise to provide our services. We have not seen any instance of social unrest or internal disturbance due to which our business, operations and financial condition were adversely affected during the six-month period ended September 30, 2024 and last three Fiscals. There can be assurance such event will not occur or have an adverse effect in future. Changing laws, rules and regulations and legal uncertainties, including any adverse application of tax laws and regulations across the multiple states we operate in, could have an adverse effect on our business, financial condition, results of operations and cash flows.

The regulatory and policy environment in which we operate is evolving and is subject to change. Such changes may adversely affect our business, financial condition and results of operations, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For instance, the Government of India announced the union budget for Fiscal 2025, pursuant to which the Finance Bill, 2024 ("**Finance Bill**"), proposes to introduce various amendments to taxation laws in India. The Finance Bill has received the assent of the President of India and has been enforced as the Finance Act, 2024. We cannot predict whether any amendments made pursuant to the Finance Act, 2024 would have any adverse effect on our business, operations and financial condition, future cash flows and results of operations.

Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, financial condition and results of operations. While we have not faced adverse effects due to changes in laws or regulations during the six-month period ended September 30, 2024 and three Fiscal years, we cannot assure you that future changes or uncertainties will not have a material adverse impact on our business or restrict our ability to grow. Uncertainty in the application, 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 impact the viability of our current business or restrict our ability to grow our businesses in the future.

50. ***Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Managers or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.***

Our Company is incorporated under the laws of India. Most of our Company's assets are located in India and all of our Company's Directors and Key Managerial Personnel are residents of 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 against them judgments obtained in courts outside India. Moreover, 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 Indian public policy or if judgments are in breach or contrary to Indian law.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, which includes, the UK, Singapore, United Arab Emirates and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the CPC. The U.S. and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in a non-reciprocating territory, such as the U.S., for civil liability, whether or not predicated solely upon the general laws, including securities laws of the non-reciprocating territory, including U.S., would not be enforceable in India under the CPC as a decree of an Indian court. The UK, Singapore, United Arab Emirates and Hong Kong have been declared by the Government of India to be reciprocating territories for purposes of Section 44A of the Civil Code. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognise the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The CPC only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court.

However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the U.S. or other such jurisdiction within three years of obtaining such final judgment. 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, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

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

We are subject to Indian exchange control regulations that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Under such foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval of the RBI will be 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, 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 share a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India. Any such approval(s) would be subject to the discretion of the regulatory authorities. Restrictions on foreign investment activities and any impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 393.

52. ***Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.***

Our Restated Consolidated Financial Information have been derived from the audited financial statements of our Company prepared in accordance with the Indian Accounting Standards (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. The aforementioned financial statements have been restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statement were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

53. ***Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

54. ***Any adverse change in India's sovereign credit rating by an international rating agency could have an adverse effect on our business, results of operations and cash flows.***

Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. India's sovereign debt rating could be downgraded due to various factors, including changes in tax or Fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to sovereign credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business, operations and financial performance and the price of the Equity Shares.

55. ***We may be affected by competition laws in India, the adverse application or interpretation of which could have an adverse effect on our business, operations and financial condition.***

The Competition Act, 2002 ("**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India to prevent such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition ("**AAEC**") is void and attracts substantial penalties. Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Indian central government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset-and turnover-based thresholds to be mandatorily notified to, and pre-approved by, the CCI. In addition, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") was notified on April 11, 2023, which amends the Competition Act and gives the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia,* modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

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

56. *The determination of the Price Band is based on various factors and assumptions, and the Offer Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Offer.*

The determination of the Price Band is based on various factors and assumptions and will be determined in accordance with applicable law and in consultation with the BRLMs. Further, there can be no assurance that our key performance indicators ("**KPIs**") will improve or become higher than our listed comparable industry peers in the future or whether we will be able to successfully compete against the listed comparable industry peers in these KPIs in the future. An inability to improve, maintain or compete, or any reduction in such KPIs in comparison with the listed comparable industry peers may adversely affect the market price of our Equity Shares. Moreover, there are no standard methodologies in the industry for the calculations of such KPIs and as a result, the listed comparable industry peers may calculate and present such financial ratios in a different manner. There can be no assurance that our methodologies are correct or will not change and accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus.

57. *Our Equity Shares have never been publicly traded, and, after the Offer, our Equity Shares may experience price and volume fluctuations, and an active trading market for our Equity Shares may not develop.*

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. The Offer Price of our Equity Shares will be determined in accordance with applicable law and in consultation with the BRLMs, through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 124 and may not be indicative of the market price for our Equity Shares after the Offer. The market price of our 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, volatility in the Stock Exchanges, securities markets in other jurisdictions, strategic actions by us or our competitors, 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. There is no assurance that investors in our Equity Shares will be able to resell their Equity Shares at or above the Offer Price.

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

We may be required to finance our growth through future equity offerings. Any future equity that we issue, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares, including through the exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future issuances of Equity Shares or the disposal of Equity Shares by our major shareholders including our Promoter, or the perception that such issuance or sales may occur, may adversely affect the trading price of our Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the major Shareholders will not dispose of, pledge or encumber their Equity Shares. Any future issuances could also dilute the value of your investment in our Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

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

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their bids (in terms of quantity of equity shares or the bid amount) at any stage after submitting a bid. Similarly, Retail Individual Bidders can revise or withdraw their bids at any time during the Bid/Offer Period and until the Bid/Offer Closing Date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of our Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment within such period as may be prescribed by the SEBI, adverse events affecting the investors' decision to invest in our Equity Shares may arise between the date of submission of the Bid and Allotment. Therefore, QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise at any stage after the submission of their bids. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or cause the trading price of our Equity Shares to decline on listing.

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

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

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

No actions have been taken to permit a public offering of our Equity Shares in any jurisdiction, other than India. As such, our Equity Shares have not and will not be registered under the U.S. Securities Act or the securities laws of any state of the U.S. or the law of any jurisdiction other than India. Furthermore, our Equity Shares are subject to restrictions on transferability and resale. You are required to inform yourself about and observe these restrictions. See "*Other Regulatory and Statutory Disclosures – Disclaimer in respect of jurisdiction*" on page 350. We, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of our Equity Shares made other than in compliance with the restrictions set forth herein.

63. ***Investors will not be able to sell any Equity Shares on the Stock Exchange until we receive the appropriate listing and trading approvals.***

Our Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before our Equity Shares can be listed and trading of our Equity Shares may commence. Further, in accordance with Indian law, permission for listing of our Equity Shares will be granted only after our Equity Shares in this Offer have been Allotted and all other relevant documents authorizing the issuing of our Equity Shares have been submitted. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/ Offer Closing Date. There can be no assurance that our Equity Shares will be credited to investors' demat accounts, or that trading in our Equity Shares will commence within the prescribed time periods. 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 time periods prescribed under law. This could lead to financial liabilities and reputational damage, which may adversely affect our business, financial condition, and results of operations.

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

Certain provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of our Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

65. ***The current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices.***

The current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue prices. For further information, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 354. The factors that could affect the market price of our Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop, or that sustained trading will take place in our Equity Shares or provide any assurance regarding the price at which our Equity Shares will be traded after listing.

66. ***Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price/ earnings multiple, market capitalization etc.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

SECTION III – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer (1)^*	Up to [●] Equity Shares of face value of ₹2 each, aggregating up to ₹ [●] million
The Offer comprises:	
Fresh Issue	Up to [●] Equity Shares of face value of ₹2 each, aggregating up to ₹ 4,000.00 million
Offer for Sale(2)	Up to 3,810,895 Equity Shares of face value of ₹2 each, aggregating up to ₹ [●] million
Employee Reservation Portion(4)	Up to [●] Equity Shares of face value of ₹2 each, aggregating up to ₹ [●] million
Net Offer	[●] Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million
The Net Offer consists of:	
A) QIB Portion(3) (5)	Not more than [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
of which:	
(i) Anchor Investor Portion(5)	Up to [●] Equity Shares of face value of ₹2 each
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹2 each
of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares of face value of ₹2 each
(b) Balance of Net QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares of face value of ₹2 each
B) Non-Institutional Portion(3)	Not less than [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
of which:	
(a) One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million	Up to [●] Equity Shares of face value of ₹2 each
(b) Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1.00 million	Up to [●] Equity Shares of face value of ₹2 each
C) Retail Portion(3)	Not less than [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
Pre- and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	71,584,800 Equity Shares of face value of ₹2 each
Equity Shares outstanding after the Offer*	[●] Equity Shares of face value of ₹2 each
Use of Net Proceeds of the Offer	See "*Objects of the Offer*" on page 114 for information about the use of the Net Proceeds of the Offer. Our Company will not receive any proceeds from the Offer for Sale.

^To be updated upon finalization of the Offer Price.

**Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement at its discretion, aggregating upto ₹800.00 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

(1) The Offer has been authorized pursuant to the resolution passed by our Board dated January 25, 2025. Further, our Board has taken on record the consents of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated January 25, 2025.

(2) Each of the Selling Shareholders, severally and not jointly, confirms that the Equity Shares being offered by it are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. For further details of authorizations received for the Offer, see "Other Regulatory and Statutory Disclosures" on page 347. Each of the Selling Shareholders, have severally and not jointly, confirmed and approved its participation in the Offer for Sale and confirms that it has authorized the sale of its portion of the Offered Shares in the Offer for Sale as set out below:

Name of the Selling Shareholder	***Total number of Offered Shares***	***Date of corporate approval***	***Date of consent letter***
Atlanta UHV Transformers LLP	*Up to 435,900 Equity Shares of face value of ₹2 each*	*January 24, 2025*	*January 24, 2025*
Hemang Harendra Shah	*Up to 666,560 Equity Shares of face value of ₹2 each*	*N.A.*	*January 24, 2025*
Nimish Harendra Shah	*Up to 777,185 Equity Shares of face value of ₹2 each*	*N.A.*	*January 24, 2025*

Name of the Selling Shareholder	*Total number of Offered Shares*	*Date of corporate approval*	*Date of consent letter*
Dhaval Harshadbhai Mehta (held jointly with Avanee Dhavalbhai Mehta)	*Up to 217,500 Equity Shares of face value of ₹2 each*	*N.A.*	*January 24, 2025*
Gitaben Harshadbhai Mehta (held jointly with Harshadbhai Amritlal Mehta)	*Up to 326,250 Equity Shares of face value of ₹2 each*	*N.A.*	*January 24, 2025*
Jignesh Suryakant Patel	*Up to 1,387,500 Equity Shares of face value of ₹2 each*	*N.A.*	*January 24, 2025*

(3) Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders, as applicable, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Undersubscription, 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.

(4) The Employee Reservation Portion shall not exceed 5.00% of our post-Offer paid-up Equity Share capital. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer. For further details, see "Offer Structure" on page 367. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee Bidding in the Employee Reservation Portion shall not exceed ₹0.20 million. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after such allocation up to ₹0.50 million), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Our Company, in consultation with the BRLMs, may offer a discount of up to ₹ [●] on the Offer Price 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 / Offer Opening Date.

(5) Our Company, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investors Allocation Price. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. For further information, see "Offer Procedure" on page 372.

Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investors shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 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. The allocation to each Non-Institutional Investors shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

For further details, see *"Offer Structure"*, *"Offer Procedure"* and "*Terms of the Offer*" on pages 367, 372 and 360, respectively.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Consolidated Financial Information for six-month period ended September 30, 2024 and for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.

The Restated Consolidated Financial Information referred to above are presented under "Financial Information" on page 254. 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 254 and 304, respectively.

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SUMMARY OF RESTATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million, except for share data and if otherwise stated)

Particulars	As September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS				
Non-current assets				
Property, Plant and Equipment	631.63	622.66	440.34	440.93
Right-of-Use Assets	76.99	26.20	32.46	40.86
Capital work-in-progress	453.75	119.09	28.14	1.34
Other Intangible assets	0.30	0.00	0.03	0.19
Financial Assets				
Investments	10.42	9.41	6.23	5.29
Other financial assets	49.44	82.03	155.17	64.42
Other non-current assets	178.62	49.81	27.06	17.90
Total Non-current Assets	**1,401.15**	**909.22**	**689.43**	**570.94**
Current assets				
Inventories	1,915.08	2,388.54	1,869.23	1,223.52
Financial Assets				
Trade receivables	2,614.35	1,797.80	2,601.23	1,995.37
Cash and cash equivalents	5.28	2.18	31.29	2.41
Bank balances	685.61	304.36	319.89	185.86
Other financial assets	53.30	148.35	66.87	107.33
Other current assets	50.53	42.08	29.66	60.40
Total Current Assets	**5,324.15**	**4,683.30**	**4,918.17**	**3,574.89**
Total Assets	**6,725.30**	**5,592.51**	**5,607.60**	**4,145.83**
EQUITY AND LIABILITIES				
Equity Share Capital	143.17	143.17	143.17	143.17
Other Equity	2,690.77	2,141.55	1,505.78	633.80
Total Equity	**2,833.94**	**2,284.72**	**1,648.95**	**776.97**
Non-current liabilities				
Financial Liabilities				
Borrowings	14.13	38.69	65.96	98.86
Lease liabilities	33.61	1.23	-	9.57
Provisions	47.76	43.97	33.22	28.20
Deferred tax liabilities net	18.19	13.90	15.33	10.56
Total Non-current liabilities	**113.69**	**97.79**	**114.51**	**147.18**
Current liabilities				
Financial Liabilities				
Borrowings	867.22	447.27	664.96	660.04
Lease liabilities	19.75	1.01	9.57	9.04
Trade Payables				
total outstanding dues of micro enterprises and small enterprises	274.37	349.40	966.08	1,021.41
total outstanding dues of others	2,088.01	2,033.83	1,827.57	1,325.73
Other financial liabilities	131.37	35.16	24.02	28.14
Other current liabilities	246.26	235.19	254.55	132.56
Provisions	6.51	5.79	4.37	2.25
Current Tax Liabilities (Net)	144.18	102.35	93.03	42.52
Total Current liabilities	**3,777.67**	**3,210.00**	**3,844.14**	**3,221.68**
Total liabilities	**3,891.36**	**3,307.79**	**3,958.65**	**3,368.86**
Total Equity and Liabilities	**6,725.30**	**5,592.51**	**5,607.60**	**4,145.83**

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

(in ₹ million, except for share data and if otherwise stated)

Particulars	For the six-month period ended September 30, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Income				
Revenue From Operations	5,701.41	8,675.53	8,738.83	6,256.62
Other Income	37.54	44.96	27.73	20.28
Total Income	**5,738.95**	**8,720.49**	**8,766.56**	**6,276.90**
Expenses				
Cost of materials consumed	3,586.01	6,755.83	7,063.08	5,108.12
Changes in inventories of finished goods, Stock in Trade and work in progress	672.00	(403.56)	(679.03)	(403.01)
Employee benefits expense	117.10	216.04	169.07	125.64
Finance costs	126.45	300.32	275.70	215.34
Depreciation and amortization expense	30.81	58.60	50.98	48.64
Other expenses	492.60	920.61	782.29	552.59
Total Expenses	**5,024.97**	**7,847.83**	**7,662.09**	**5,647.33**
Profit/(loss) before tax	**713.98**	**872.66**	**1,104.47**	**629.57**
Tax expense				
Current tax	185.00	235.00	225.00	63.00
Deferred tax	4.30	(1.44)	4.77	13.30
Short/Excess provision of tax	7.40	5.47	(0.71)	0.73
Total Tax expense	196.70	239.03	229.06	77.03
Profit/(loss) after tax for the period	**517.28**	**633.62**	**875.41**	**552.54**
Share of Profit / (Loss) of Associate	-	1.58	(0.69)	0.48
Profit after tax after share of profit/(Loss) of Associate	**517.28**	**635.21**	**874.73**	**553.03**
Other Comprehensive Income				
OCI that will not be reclassified to P&L				
(i) Remeasurements of the defined benefit plans	(0.22)	(1.78)	(0.45)	0.24
(ii) Equity Instruments through Other Comprehensive Income	1.01	3.18	0.94	1.48
OCI that will be reclassified to P&L				
Share in OCI Gain/Loss of Associate	-	(0.83)	(3.24)	(4.27)
Total Other Comprehensive Income	**0.79**	**0.57**	**(2.75)**	**(2.55)**
Total Comprehensive Income for the period	**518.07**	**635.78**	**871.98**	**550.48**
Earnings per equity share				
Basic	7.23	8.87	12.22	7.73
Diluted	7.23	8.87	12.22	7.73

SUMMARY OF RESTATED STATEMENT OF CASH FLOWS

(in ₹ million, except for share data and if otherwise stated)

Particulars	For the six-month period ended September 30, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Cash Flow from operating activities				
Profit for the year	**517.28**	**633.62**	**875.40**	**552.53**
Adjustments for:				
Depreciation and amortisation	30.81	58.60	50.98	48.64
(Gain)/Loss on disposal of property, plant and equipment	-	(0.47)	(0.15)	(0.01)
Provision for Income tax	196.70	239.04	229.06	77.03
Provision for Warranty	-	-	-	7.71
Bad debts, provision for trade receivables and advances, net	3.33	17.25	4.45	2.51
Finance Cost	126.45	300.32	275.70	215.34
Interest Income	(19.78)	(34.79)	(25.22)	(17.54)
Dividend Income	(0.12)	(0.08)	(0.05)	(0.00)
Unrealised (gain) / loss on Comprehensive Income	0.79	1.41	0.49	1.72
Operating profit before working capital changes	**855.46**	**1,214.91**	**1,410.67**	**887.94**
Adjustment for (increase) / decrease in operating assets				
Trade receivables	(819.88)	786.18	(610.32)	(1,072.73)
Other financial assets	127.65	73.36	(50.28)	(50.75)
Inventories	473.46	(519.30)	(645.73)	(128.71)
Other assets	(137.26)	(35.17)	21.58	(5.11)
Adjustment for Increase / (decrease) in operating liabilities				
Trade payables	(20.84)	(410.42)	446.51	385.47
Employee benefit obligation	-	-	-	-
Other financial liabilities	96.21	11.13	(4.12)	(0.92)
Other Liabilities	39.64	(18.61)	118.06	18.81
Provisions	4.51	12.18	7.14	0.74
Cash generated from operations	**618.94**	**1,114.27**	**693.52**	**34.73**
Income tax paid (net)	(150.58)	(231.16)	(173.77)	(27.28)
Net cash generated by operating activities	**468.36**	**883.11**	**519.75**	**7.45**
Cash Flow from investing activities				
Bank deposits placed	(381.25)	(66.18)	(134.03)	27.68
Purchase of property, plant and equipment	(369.02)	(322.04)	(68.46)	(23.63)
Purchase of intangible assets	(0.32)	(3.18)		
Purchase of other Investment	1.59	-	(0.94)	(1.48)
Dividend received	0.12	0.08	0.05	0.00
Interest received	19.78	34.79	25.22	17.54
Net cash (used in) / generated by investing activities	**(729.09)**	**(356.53)**	**(178.16)**	**20.11**
Cash Flow from financing activities				
Repayment of lease liabilities	(5.10)	(10.41)	(9.04)	(7.67)
Proceeds from short term borrowings	419.95	(217.69)	4.93	249.22
Proceeds from long term borrowings	(24.56)	(27.27)	(32.90)	(54.05)
Finance cost	(126.46)	(300.31)	(275.70)	(215.34)
Net cash used in financing activities	**263.83**	**(555.69)**	**(312.73)**	**(27.84)**
Net increase / (decrease) in cash and cash equivalents	3.10	(29.11)	28.88	(0.29)
Cash and cash equivalents at the beginning of the year	2.18	31.29	2.41	2.70
Exchange gain loss on Cash and cash equivalents	-	-	-	-
Cash and cash equivalents at the end of the year	**5.28**	**2.18**	**31.29**	**2.41**

GENERAL INFORMATION

Registered and Corporate Office

Atlanta Electricals Limited
Plot No. 1503/1504, GIDC Estate,
Vithal Udyognagar, Anand, Anand,
Gujarat, India – 388 121

For details of the incorporation, change in name and changes in our Registered Office, see "*History and Certain Corporate Matters – Changes in the registered office*" on page 217.

Corporate Identity Number: U31110GJ1988PLC011648

Company Registration Number: 011648

Address of the Registrar of Companies

Our Company is registered with the RoC located at the following address:

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

Board of Directors of our Company

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

Name and Designation	DIN	Address
Niral Krupeshbhai Patel (*Chairman and Managing Director*)	00213356	15, Parishram Society, Subhanpura, Vadodara – 390023, Gujarat, India
Krupeshbhai Narharibhai Patel (*Whole-time Director*)	00213143	15, Parishram Society, B/H Sarabhai, Subhanpura, Vadodara – 390023, Gujarat, India
Amish Krupeshbhai Patel (*Whole-time Director*)	02234678	15, Parishram Society, B/H Sarabhai, Subhanpura, Vadodara – 390023, Gujarat, India
Tanmay Surendrabhai Patel (*Whole-time Director*)	00213319	15, Parishram Society, B/H Sarabhai, Subhanpura, Vadodara – 390023, Gujarat, India
Milin Kaimas Mehta (*Independent Director*)	01297508	Tridalam, 2 Nilamber Palms, Near Bright school, Vasna-Bhaily road, Vadodra – 391 410, Gujarat, India
Bhadresh Bhupendrabhai Chauhan (*Independent Director*)	05314372	B 602, Block A, Seventy Residency, Near Isro Colony, Iscon Cross Road, Iscon Ambli Road, Ahmedabad – 380 015, Gujarat, India
Dukhabandhu Rath (*Independent Director*)	08965826	Near Gundicha Mandir, Anandapur, Kendujhar – 758 021, Odisha, India
Jinkal Darshan Patel (*Independent Director*)	08729869	29/30, Monali Park Society, Near Megha More, Manjalpur, Vadodara – 390 011, Gujarat, India

For brief profiles and further details of our Directors, see "*Our Management – Brief profiles of our Directors*" on page 227.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in, in accordance with Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular and has been emailed at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD" and will also be filed with the SEBI at the following address.

Securities and Exchange Board of India

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

Filing of the Red Herring Prospectus and the Prospectus

A copy of the Red Herring Prospectus, along with the material contracts and documents shall be filed with the RoC at its office, in accordance with Section 32 of the Companies Act, 2013 and a copy of the Prospectus shall be filed with the RoC at its office as required under Section 26 of the Companies Act and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do. For further details of the address, see "– *Address of the Registrar of Companies"* on page 64.

Company Secretary and Compliance Officer

Tejalben Saunakkumar Panchal is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth below:

Address: Plot No. 1503/1504, GIDC Estate, Vithal Udyognagar, Anand, Anand, Gujarat, India – 388 121
Tel: +916359669331
E-mail: complianceofficer@aetrafo.com

Investor Grievances

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

All Offer-related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or first bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, 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 through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot
Prabhadevi, Mumbai - 400025
Maharashtra, India
Telephone: +91 22 7193 4380
E-mail: atlantaelectricals.ipo@motilaloswal.com
Investor Grievance ID: moiaplredressal@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact person: Sankita Ajinkya / Kunal Thakkar
SEBI Registration No.: INM000011005

Axis Capital Limited
1st Floor, Axis House
Pandurang Budhkar Marg, Worli
Mumbai – 400 025
Maharashtra, India
Telephone: +91 22 4325 2183
E-mail: atlantaelectricals.ipo@axiscap.in
Website: www.axiscapital.co.in
Investor grievance e-mail: complaints@axiscap.in
Contact person: Mayuri Arya/ Jigar Jain

SEBI registration no.: INM000012029

Statement of inter-se allocation of responsibilities amongst the BRLMs

The responsibilities and coordination by the BRLMs for various activities in the Offer are as follows:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy and Due diligence of Company including its operations / management / business plans / legal etc., Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus, Offer Agreement, and Underwriting Agreements and RoC filing.	MOIAL and Axis	MOIAL
2.	Drafting and approval of all statutory advertisements and preparation of Audiovisual (AV) presentation	MOIAL and Axis	MOIAL
3.	Drafting and approval all publicity material other than statutory advertisements as mentioned in point 3 above, including corporate advertising and brochures and filing of media compliance report with SEBI	MOIAL and Axis	Axis
4.	Appointment of Registrar, Printer and Ad agency (including coordination of agreements)	MOIAL and Axis	MOIAL
5.	Appointment of all other intermediaries including Banker (s) to the Offer, Syndicate, Monitoring Agency, etc. (including coordination of all agreements)	MOIAL and Axis	Axis
6.	Preparation of road show presentation and FAQs for the road show team	MOIAL and Axis	Axis
7.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	MOIAL and Axis	Axis
8.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Finalising the list and division of domestic investors for one-to one meetings • Finalising domestic road show and investor meeting schedules	MOIAL and Axis	MOIAL
9.	Conduct non-institutional marketing of the Offer	MOIAL and Axis	MOIAL
10.	Conduct retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	MOIAL and Axis	MOIAL
11.	Coordination with Stock Exchanges for anchor intimation, for book building software, bidding terminals and mock trading.	MOIAL and Axis	Axis
12.	Managing the book and finalization of pricing in consultation with Company	MOIAL and Axis	MOIAL
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004.	MOIAL and Axis	Axis

Syndicate Members

[●]

Legal Counsel to our Company as to Indian Law

Trilegal

One World Centre
10th Floor, Tower 2A &2B,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013
Telephone: +91 22 4079 1000

Registrar to the Offer

MUFG Intime India Private Limited (formerly known as Link intime India Private Limited)
C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg
Vikhroli (West) Mumbai – 400 083
Maharashtra, India
Telephone: +91 810 811 4949
E-mail: atlantaelectricals.ipo@linkintime.co.in
Investor Grievance E-mail: atlantaelectricals.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Bankers to the Offer

Escrow Collection Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Refund Bank(s)

[●]

Sponsor Bank(s)

[●]

Statutory Auditors to our Company

M/s Parikh Shah Chotalia and Associates
803-804, Gunjan Tower, Near Inorbit Mall,
Subhanpura, Vadodara – 390 023,
Gujarat, India
E-mail: contact@psca.in
Telephone: +91 265 4000595
Firm registration number: 118493W
Peer review number: 012225

Changes in statutory auditors

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

Bankers to our Company

HDFC Bank Limited
Ground floor, Urban 2 Complex,
opposite Akshar Pavillion,
Priya Talkies Cross Road,
Bhayli Canal Road,
Vadodara – 391410, Gujarat, India
Telephone: +91 9033710327
E-mail: riteshpatel6@hdfcbank.com
Website: www.hdfcbank.com
Contact person: Mr. Ritesh Patel

Axis Bank Limited
Vardhman Complex, Race Course Road,
opposite G.E.B Office, near Pizza Hut,
Vadiwadi, Vadodara – 390 007,
Gujarat, India
Telephone: +91 9974324017
E-mail: sharma.pradeep@axisbank.com
Website: www.axisbank.com
Contact person: Mr. Pradeep Sharma

Karnataka Bank Limited
Surya Kiran, Complex, Old Padra Road,
JP Nagar, Sukrutinagar, Vidutnagar,
Vadodara – 390 012, Gujarat, India
Telephone: +91 9879793089
E-mail: vadodara@ktkbank.com
Website: www.karnatakabank.com
Contact person: Mr. Devendra Kumar Laddha

Federal Bank Limited
Ground floor, Midtown Heights,
No. 101-104, Anupum Society,
Haripura, Vadodara – 390 007,
Gujarat, India
Telephone: +91 9819548678
E-mail: abhishekp@federalbank.co.in
Website: www.federalbank.co.in
Contact person: Mr. Abhishek Pawar

Union Bank of India
PB No 171, 2nd Floor,
Union Bank Bhawan, Station Road,
Sayaji Ganj, Vadodara – 390 020,
Gujarat, India
Telephone: +91 9781121116
E-mail: rahulkdubey@unionbankofindia.bank
Website: www.unionbankofindia.co.in
Contact person: Mr. Rahul Dubey

State Bank of India
Industrial Finance Branch, Mid town Heights,
Jetalpur Road, Vadodara – 390 007,
Gujarat, India
E-mail: rmf.ifbrd@sbi.co.in
Website: www.bank.sbi
Contact person: Mr. Ramesh Dubey

Designated Intermediaries

Self-Certified Syndicate Banks

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

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

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism 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, which are live for applying in public issues using UPI Mechanism is provided as ‘Annexure A’ for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on 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 or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and 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 Offer using the stockbroker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

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

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 www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Grading of the Offer

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

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 41 of SEBI ICDR Regulations, to monitor utilisation of the Gross Proceeds from the Fresh Issue. For details in relation to the proposed utilisation of the Gross Proceeds from the Fresh Issue, please see "*Objects of the Offer – Monitoring of Utilization of Funds"* on page 122.

Expert

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

Our Company has received written consent dated February 4, 2025, from M/s Parikh Shah Chotalia and Associates, holding a valid peer review certificate from ICAI, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, 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 January 31, 2025, relating to the Restated Consolidated Financial Information and (ii) their report on the statement of tax benefits dated February 4, 2025, available to our Company and our Shareholders included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated January 31, 2025 from M/s Nandaniya Joshi And Associates, the practising company secretary, holding a valid certificate of practice from Institute of Company Secretaries of India, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our practising company secretary, and in respect of certain certificates to be included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

In addition, our Company has also received written consent dated February 4, 2025, from M/s. Adharshila Associates, independent chartered engineer, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in its capacity as an independent chartered engineer, in relation to their certificates.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

Debenture Trustees

As the Offer is of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated in the Offer.

Book Building Process

The Book Building Process, in the context of the Offer, refers to the process of collection of Bids from Bidder on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot which will be decided by our Company, in consultation with the BRLMs and advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat where our Registered and Corporate Office is located) each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective website. The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Offer Closing Date. For further details, see "*Offer Procedure*" on page 372.

All Bidders, other than Anchor Investors shall mandatorily participate in the Offer only through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs, or in the case of UPI Bidders, by using the UPI Mechanism. In addition to this, the UPI Bidders 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. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) on or before the Bid/Offer Closing Date. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bid/Offer Period. Except Allocation to Retail Individual Bidders, Non-Institutional Bidders and the Anchor Investors, Allocation in the Offer will be on a proportionate basis, subject to valid bids received at or above the Offer Price. One-third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹1.00 million and the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub category of Non-Institutional Investors. The allocation of Equity Shares to each Non-Institutional Investor shall not be less than the minimum application size, 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.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in initial public offerings whose application amount is up to ₹ 0.50 million shall use UPI Mechanism. Eligible Employees Bidding under the Employee Reservation Portion for ₹ 0.50 million and individual investors 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

For further details on the Book Building Process and the method and process of Bidding, see *"Terms of the Offer"*, *"Offer Procedure"* and "*Offer Structure*" on pages 360, 372 and 367, respectively.

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

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

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

For an illustration of the Book Building Process, the price discovery process and allocation, see "*Terms of the Offer*" and "*Offer Procedure*" on pages 360 and 372, respectively.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, our Company and the Selling Shareholders, will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten by each of the BRLM shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

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

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

Name, address, telephone number and e-mail address of the Underwriters	**Indicative number of Equity Shares having face value of ₹2 to be Underwritten**	**Amount underwritten (₹ in million)**
[●]	[●]	[●]
[●]	[●]	[●]
Total	[●]	[●]

The above-mentioned amounts are provided for indicative purposes only and would be finalized after the pricing and actual allocation and subject to the provisions of Regulation 40 (2) of the SEBI ICDR Regulations. In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/ IPO Committee, at its meeting held on [●], has approved the execution of the Underwriting Agreement by our Company.

Allocation amongst the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above.

CAPITAL STRUCTURE

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

(in ₹, except share data)

S. No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price*
A)	**AUTHORISED SHARE CAPITAL(1)**		
	100,000,000 Equity Shares of face value of ₹2 each	200,000,000	-
	Total	**200,000,000**	
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	71,584,800 Equity Shares of face value of ₹2 each	143,169,600	-
	Total	**143,169,600**	
C)	**PRESENT OFFER(2)**		
	Offer of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million (3)	[●]	[●]
	Of which		
	Fresh Issue of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 4,000.00 million(3)	[●]	[●]
	Offer for Sale of up to 3,810,895 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million(4)	[●]	[●]
	Which includes:		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹2 each(5)	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value of ₹2	[●]	[●]
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER***		
	[●] Equity Shares of face value of ₹2 each	[●]	-
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		187,957,470
	After the Offer*		[●]

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

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 218.*

(2) *The Offer has been approved by our Board pursuant to the resolution passed at its meeting held on January 25, 2025 and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their meeting held on January 25, 2025. Further, the Selling Shareholders has consented to participate in the Offer for Sale pursuant to its consent letter and our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated January 25, 2025.*

(3) *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating upto ₹800.00 million, prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately, intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the equity shares on the Stock Exchanges.*

(4) *Each of the Selling Shareholders, jointly and severally, confirms that the equity shares being offered by it are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations.*

(5) *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, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any). For further details, see "Offer Procedure" and "Offer Structure" on pages 372 and 367, respectively.*

Notes to Capital Structure

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

(a) The following table sets forth the history of the equity share capital of our Company:

<table>
<tr><th>Date of allotment</th><th>Nature of allotment</th><th>Details of allottees/ shareholders and equity shares allotted</th><th>Number of equity shares allotted</th><th>Issue price per equity share (₹)</th><th>Nature of consideration</th><th>Cumulative number of equity shares</th><th>Cumulative paid-up equity share capital (₹)</th></tr>
<tr><td>December 21, 1988</td><td>Initial subscription to the MOA</td><td><table><tr><th>Name</th><th>Number of equity shares of face value of ₹ 10 allotted</th></tr><tr><td>Lakhamshi Ravjibhai Patel</td><td>500</td></tr><tr><td>Harendra Gulabchand Shah</td><td>500</td></tr><tr><td>Harshad Amritlal Mehta</td><td>500</td></tr><tr><td>Harold Bonavinture D’Silva</td><td>500</td></tr><tr><td>Lalitchandra Tulsidas Bhagat</td><td>500</td></tr></table></td><td>2,500</td><td>10</td><td>Cash</td><td>2,500</td><td>25,000</td></tr>
<tr><td>May 16, 1991</td><td>Further issue</td><td><table><tr><th>Name</th><th>Number of equity shares of face value of ₹ 10 allotted</th></tr><tr><td>Lakhamshi Ravjibhai Patel</td><td>3,500</td></tr><tr><td>Harendra Gulabchand Shah</td><td>3,500</td></tr><tr><td>Harshad Amritlal Mehta</td><td>3,500</td></tr><tr><td>Harold Bonavinture D’Silva</td><td>3,500</td></tr><tr><td>Lalitchandra Tulsidas Bhagat</td><td>3,500</td></tr></table></td><td>17,500</td><td>10</td><td>Cash</td><td>20,000</td><td>200,000</td></tr>
<tr><td>September 24, 1991</td><td>Allotment pursuant to dissolution of a partnership firm which had Lakhamshi Rajivbhai Patel, Harendra Gulabchand Shah, Harshad Amritlal Mehta, Harold Bonavinture D’Silva and Lalitchandra Tulsidas Bhagat (“Retiring Partners”, and such firm as the “Firm”) and the Company as the partners of the Firm. The</td><td><table><tr><th>Name</th><th>Number of equity shares of face value of ₹ 10 allotted</th></tr><tr><td>Lakhamshi Rajivbhai Patel</td><td>15,268</td></tr><tr><td>Harendra Gulabchand Shah</td><td>15,268</td></tr><tr><td>Harshad Amritlal Mehta</td><td>15,268</td></tr><tr><td>Harold Bonavinture D’Silva</td><td>15,268</td></tr><tr><td>Lalitchandra Tulsidas Bhagat</td><td>15,268</td></tr></table></td><td>76,340</td><td>N.A.</td><td>Other than cash</td><td>96,340</td><td>963,400</td></tr>
</table>

<table>
<tr><th>Date of allotment</th><th>Nature of allotment</th><th>Details of allottees/ shareholders and equity shares allotted</th><th>Number of equity shares allotted</th><th>Issue price per equity share (₹)</th><th>Nature of consideration</th><th>Cumulative number of equity shares</th><th>Cumulative paid-up equity share capital (₹)</th></tr>
<tr><td></td><td>Retiring Partners were allotted 76,340 equity shares in the Company in lieu of the dissolution of the Firm and their capital contribution in the Firm.</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>September 25, 1993</td><td>Further issue</td><td><table><tr><th>Name</th><th>Number of equity shares of face value of ₹ 10 allotted</th></tr><tr><td>Lakhamshi Rajivbhai Patel</td><td>1,232</td></tr><tr><td>Harendra Gulabchand Shah</td><td>1,232</td></tr><tr><td>Harshad Amritlal Mehta</td><td>1,232</td></tr><tr><td>Harold Bonavinture D’Silva</td><td>1,232</td></tr><tr><td>Lalitchandra Tulsidas Bhagat</td><td>1,232</td></tr></table></td><td>6,160</td><td>10</td><td>Cash</td><td>102,500</td><td>1,025,000</td></tr>
<tr><td>January 29, 1994</td><td>Further issue</td><td><table><tr><th>Name</th><th>Number of equity shares of face value of ₹ 10 allotted</th></tr><tr><td>Lakhamshi Rajivbhai Patel</td><td>1,500</td></tr><tr><td>Harendra Gulabchand Shah</td><td>1,500</td></tr><tr><td>Harshad Amritlal Mehta</td><td>1,500</td></tr><tr><td>Harold Bonavinture D’Silva</td><td>1,500</td></tr><tr><td>Lalitchandra Tulsidas Bhagat</td><td>1,500</td></tr></table></td><td>7,500</td><td>10</td><td>Cash</td><td>110,000</td><td>1,100,000</td></tr>
<tr><td>September 3, 1994</td><td>Bonus issue</td><td><table><tr><th>Name</th><th>Number of equity shares of face value of ₹ 10 allotted</th></tr><tr><td>Lakhamshi Rajivbhai Patel</td><td>44,000</td></tr><tr><td>Harendra Gulabchand Shah</td><td>44,000</td></tr></table></td><td>220,000</td><td>N.A.</td><td>N.A.</td><td>330,000</td><td>3,300,000</td></tr>
</table>

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted	Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Harshad Amritlal Mehta: 44,000 Harold Bonavinture D’Silva: 44,000 Lalitchandra Tulsidas Bhagat: 44,000					
May 16, 1995	Further issue	**Name** / **Number of equity shares of face value of ₹ 10 allotted** Maganlal Patel: 100 Arjun Patel: 100 Arjun Patel (HUF): 100	300	10	Cash	330,300	3,303,000
October 12, 1995	Further issue	**Name** / **Number of equity shares of face value of ₹ 10 allotted** Lakhamshi Rajivbhai Patel: 4,000 Harendra Gulabchand Shah: 4,000 Harshad Amritlal Mehta: 4,000 Harold Bonavinture D’Silva: 4,000 Lalitchandra Tulsidas Bhagat: 4,000 Chetna Lakhamshi Patel: 100 Gita Harshad Mehta: 100 Manjula Maganlal Patel: 100 Anilkumar Ravji Patel: 100 Jayaben Arjun Patel: 100 Paresh Arjun Patel: 100 Nayna Paresh Patel: 100 Nanji Khimji Patel: 100 Kala Lalitchandra Bhagat: 100 Deven Lalitchandra Bhagat: 100	21,900	10	Cash	352,200	3,522,000

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Philomiena Harold D’silva	100					
		Himatbhai Laxmidas Gandhi	200					
		Dilipkumar Natvarlal Shroff	200					
		Dilipkumar Natvarlal Shroff (HUF)	200					
		Meena Dilipkumar Natwarlal Shroff	100					
		Radila Nandkumar Bhakta	100					
July 1, 1996	Further issue	**Name**	**Number of equity shares of face value of ₹ 10 allotted**	56,400	10	Cash	408,600	4,086,000
		Nimish Harendra Shah, jointly held with Priti Harendra Shah	1,500					
		Hasumati Rameschandra Shah, jointly held with Rameshchandra Keshavlal Shah	500					
		Kishor Gulabchand Shah, jointly held with Urmila Kishor Shah	1,500					
		Kishor Gulabchand Shah, jointly held with Mehul Kishor Shah and Samir Kishor Shah	1,000					
		Urmila Kishor Shah, jointly held with Samir Kishor Shah	1,000					
		Samir Kishor Shah, held jointly with Chhaya Samir Shah	500					
		Mehul Kishor Shah, jointly held with Urmila Kishor Shah	1,000					

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Chhaya Samir Shah, jointly held with Mehul Kishor Shah	500					
		Harendra Gulabchand Shah, jointly held with Nimish Harendra Shah and Hemang Harendra Shah	1,000					
		Priti Harendra shah, jointly held with Nimish Harendra Shah	1,000					
		Nimish Harendra Shah, jointly held with Harendra Gulabchand Shah	1,000					
		Hemang Harendra Shah, jointly held with Harendra Gulabchand Shah	500					
		Lataben Dilipbhai Patel, jointly held with Dilipbhai Dinubhai Patel	500					
		Chetna Lakhamshi Patel, jointly held with Lakhamshi Ravjibhai Patel	5,000					
		Radhesyam Mathuralal Sharma	500					
		Jagdish Mathuralal Sharma	500					
		Paresh Navinchandra Jhaveri, jointly held with Manish Navinchandra Jhaveri	500					
		Manish Navinchandra Jhaveri, jointly held with Paresh	1,000					

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Navinchandra Jhaveri						
		Navinchandra Jhaveri, jointly held with Manish Navinchandra Jhaveri	1,000					
		Kantilal Chhaganlal Jhaveri, jointly held with Jignesh Kantilal Jhaveri	500					
		Sarojben Kirtilal Master, jointly held with Sharad Kirtilal Master and Shishir Kirtilal Master	5,000					
		Shailesh Shivlal Mistry	1,000					
		Rajesh Shivlal Mistry	1,000					
		Shivlal Vasanji Mistry	1,000					
		Heena Rajesh Mistry	1,000					
		Bhavnaben Shailesh Mistry	1,000					
		Jitendra Shivlal Mistry	1,000					
		Lataben Sivlal Mistry	1,000					
		Jyoti Pravin Shah	500					
		Kartik Harshadkumar Jhaveri, jointly held with Harshadkumar Hathising Jhaveri and Usha Harshadkumar Jhaveri	500					
		Malvika Harshadkumar Jhaveri, jointly held with Harshadkumar Hathising Jhaveri and Usha Harshadkumar Jhaveri	500					
		Amrutlal Purshotam	1,500					

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Mehta, jointly held with Harshad Amrutlal Mehta and Dhaval Harshad Mehta						
		Hetal Harshad Mehta, and Gita Harshad Mehta and Dhaval Harshad Mehta	1,000					
		Rameshchandra Shantilal Patel, jointly held with Dipakbhai Rameshchandra Patel	500					
		Ramshankar Maganlal Pandya, jointly held with Jayantkumar Ramshankar Pandya	500					
		Divyangkumar Kiritkumar Pandya, jointly held with Jayantkumar Ramshankar Pandra	500					
		Kandarp Jayantkumar Pandya	500					
		Smitaben Jayantkumar Pandya, jointly held with Jayantkumar Ramshankar Pandya	500					
		Jayminkumar Jayantkumar Pandya	500					
		Jayantkumar Ramshankar Pandya, jointly held with Smitaben Jayantkumar Pandya	500					
		Kokilaben Kiritkumar Pandya, jointly held with Jayantkumar Ramshankar Pandya	500					

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Shantilal Jayantlal Shah, jointly held with Dharmishta Shantilal Shah	500					
		Rameshchandra Chimanlal Shah, jointly held with Jayshreeben Rameshchandra Shah	500					
		Chandrakant Maneklal Rajput, jointly held with Purnima Chandrakant Rajput	1,000					
		Purnima Chandrakant Rajput, jointly held with Chandrakant Maneklal Rajput	1,000					
		Chandra Lakhaben Javyadanbhai, jointly held with Jayvadanbhai J. Patel	1,500					
		Alka Dilip Patel, jointly held with Dilip Chandubhai Patel	500					
		Manisha Bakul Thaker, jointly held with Bakul Kalidas Thaker	500					
		Bakul Kalidas Thaker, jointly held with Manisha Bakul Thaker	500					
		Rakesh Jashwantlal Kadakia, jointly held with Mona Rakesh Kadakia	800					
		Bhavana Chetan Shah	500					
		Aruna Narendra Patel	500					
		Savan Chandrakant Shah	500					

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Narendra Shivdas Patel	500					
		Amrut Shivdas Patel	500					
		Surendrabhai Chunibhai Kachhia, jointly held with Manishaben Sureshbhai Kachhia	100					
		Ramilaben Champaklal Shah, jointly held with Champaklal Bhikhachand Shah and Hetal Champaklal Shah	500					
		Jayesh Dhansukhlal Shah, jointly held with Shalish D. Shah	500					
		Chandrakant Amrutlal Mehta, jointly held with Bharti Chandrakant Mehta	500					
		Bharti Chandrakant Mehta, jointly held with Chandrakant Amrutlal Mehta	500					
		Pushapkant Maganlal Maniar, jointly held with Chandrakant Amrutlal Mehta	1,000					
		Ragini K. Shah	500					
		Priti Mansukhlal Mehta, jointly held with Jignesh Mansukhlal Mehta	500					
		Pritibala Natverlal Patel	500					
		Naranbhai Morarbhai Patel, jointly held with Manish	1,000					

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideratio n	Cumulativ e number of equity shares	Cumulative paid-up equity share capital (₹)
		Naranbhai Patel						
		Mrudula Sharad Parikh, jointly held with Sharad Babulal Parikh	1,000					
February 1, 1997	Further issue	**Name**	**Number of equity shares of face value of ₹ 10 allotted**	47,500	10	Cash	456,100	4,561,000
		Unmesh Anil Kumar Bhatt, jointly held with Mamta Unmesh Bhatt	500					
		KiritKumar Ramshankar Pandya, jointly held with Jayant Kumar Pandya	500					
		Kalpana Vinod Upadhyay, jointly held with Vinod Mohanlal Upadhyay	500					
		Tushar Kirtilal Shah	500					
		Varsha Ashok Shah	500					
		Leena Mayur Kapadia	500					
		Ghanshambhai Jashbhai Patel, jointly held with Indiraben Ghanshyambhai Patel	500					
		Mahasukh Bhai Harjivandas Magia, jointly held with Vipulbhai Mahasukhbhai Magia	5,000					
		Bherural Hiralal Shah, jointly held with Gitaben Bherulal Shah	2,000					
		Kailash Chandra Bherural Jagetia, jointly held with Leelaben	2,000					

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Kailashcandra Jagetia						
		Rajesh Jagdishchandra Shah, jointly held with Meena Rahesh Shah	1,000					
		Harendra Gulabchand Shah, jointly held with Priti Harendra Shah and Hemang Harendra Shah	5,000					
		Harshad Amritlal Mehta, jointly held with Gita Harshad Mehta	5,000					
		Lakhamshi Rajivbhai Patel, jointly held with Chetna Lakhamshi Patel	5,000					
		Harold Bonavinture D'Silva	5,000					
		Lalitchandra Tulsidas Bhagat	5,000					
		Rajendrakumar Chandubhai Patel, jointly held with Atulkumar Chandubhai Patel	500					
		Mohamed Sabir Farid Nazim Zubari, jointly held with Mumtaz Mohamed Sabir Zubari	1,000					
		Mumtaz Mohamed Sabir Zubari, jointly held with Mohamed Sabir Farid Nazim Zubari	500					
		Jatin Rashikbhai Patel, jointly held with Ila Manoj Dave	1,500					
		Manisha Jatin Patel, jointly held with	1,500					

<table>
<tr><th>Date of allotment</th><th>Nature of allotment</th><th>Details of allottees/ shareholders and equity shares allotted</th><th>Number of equity shares allotted</th><th>Issue price per equity share (₹)</th><th>Nature of consideration</th><th>Cumulative number of equity shares</th><th>Cumulative paid-up equity share capital (₹)</th></tr>
<tr><td></td><td></td><td><table>
<tr><td>Manoj Balvantary Dave</td><td></td></tr>
<tr><td>Ila Manoj Dave</td><td>1,000</td></tr>
<tr><td>Damayanti Mahendra Naik, jointly held with Hetal Mahendra Naik</td><td>1,000</td></tr>
<tr><td>Priti Shashin Desai, jointly held with Damayanti Mahendra Naik</td><td>1,000</td></tr>
<tr><td>Hetal Mahendra Naik, jointly held with Damayanti Mahendra Naik</td><td>1,000</td></tr>
</table></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>December 15, 1997</td><td>Further issue</td><td><table>
<tr><th>Name</th><th>Number of equity shares of face value of ₹ 10 allotted</th></tr>
<tr><td>Lakhamshi Rajivbhai Patel</td><td>10,000</td></tr>
<tr><td>Harendra Gulabchand Shah</td><td>10,000</td></tr>
<tr><td>Harshad Amritlal Mehta</td><td>10,000</td></tr>
<tr><td>Harold Bonavinture D’Silva</td><td>10,000</td></tr>
<tr><td>Lalitchandra Tulsidas Bhagat</td><td>10,000</td></tr>
<tr><td>Mahendra Maganlal Naik</td><td>500</td></tr>
</table></td><td>50,500</td><td>10</td><td>Cash</td><td>506,600</td><td>5,066,000</td></tr>
<tr><td>February 1, 1999</td><td>Further issue</td><td><table>
<tr><th>Name</th><th>Number of equity shares of face value of ₹ 10 allotted</th></tr>
<tr><td>Lakhamshi Rajivbhai Patel</td><td>10,000</td></tr>
<tr><td>Harendra Gulabchand Shah</td><td>10,000</td></tr>
<tr><td>Harshad Amritlal Mehta</td><td>10,000</td></tr>
<tr><td>Harold Bonavinture D’Silva</td><td>10,000</td></tr>
</table></td><td>50,000</td><td>10</td><td>Cash</td><td>556,600</td><td>5,566,000</td></tr>
</table>

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted	Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Lalitchandra Tulsidas Bhagat: 10,000					
January 20, 2000	Further issue	**Name** – **Number of equity shares of face value of ₹ 10 allotted** Lakhamshi Rajivbhai Patel – 12,500 Harendra Gulabchand Shah – 12,500 Harshad Amritlal Mehta – 12,500 Harold Bonavinture D’Silva – 12,500 Lalitchandra Tulsidas Bhagat – 12,500	62,500	10	Cash	619,100	6,191,000
October 12, 2000	Further issue	**Name** – **Number of equity shares of face value of ₹ 10 allotted** Harendra Gulabchand Shah – 14,000 Harshad Amritlal Mehta – 14,000 Harold Bonavinture D’ Silva – 14,000 Lalitchandra Tulsidas Bhagat – 14,000	56,000	10	Cash	675,100	6,751,000
Pursuant to a resolution of our Board dated March 1, 2004, and a resolution of our Shareholders dated March 29, 2004, each equity share of our Company of face value of ₹10 was consolidated into 1 equity share of face value of ₹100 and accordingly 675,100 shares of our Company of face value ₹10 were consolidated to 67,510 shares of face value ₹100.						67,510	6,751,000
November 30, 2006*	Further issue	**Name** – **Number of equity shares of face value of ₹ 100 allotted** Harold Bonavinture D’Silva – 2,575 Harshad Amritlal Mehta jointly held with Gita H. Mehta – 3,175 Harendra Gulabchand Shah, jointly held with Priti H. Shah and Hemang G. Shah – 3,750	32,440	100	Cash	99,950	9,995,000

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Navin N Patel	4,600					
		Sudhaben N Patel	4,600					
		Krupeshbhai Narharibhai Patel	3,680					
		Niral Krupeshbhai Patel	2,760					
		Amish Krupeshbhai Patel	2,760					
		Tanmay Surendrabhai Patel	3,450					
		Lalitaben N Patel	1,090					
July 26, 2007	Further issue	**Name**	**Number of equity shares of face value of ₹ 100 allotted**	50,050	100	Cash	150,000	15,000,000
		Harshad Amritlal Mehta, jointly held with Gitaben H. Mehta	4,000					
		Harendra Gulabchand Shah, jointly held with Priti Shah and Hemang Shah	5,850					
		Nimish H Shah, jointly held with Harendra G Shah	750					
		Navin N Patel	7,015					
		Sudhaben N Patel	7,015					
		Krupeshbhai Narharibhai Patel	5,617					
		Niral Krupeshbhai Patel	4,209					
		Amish Krupeshbhai Patel	4,209					
		Tanmay Surendrabhai Patel	5,265					
		Lalitaben N Patel	1,720					
		Hemang H Shah, jointly held with Shital H Shah	900					
		Dhaval H Mehta, jointly held with Avanee D Mehta	1,500					

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted	Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Gitaben H Mehta, jointly held with Harshad A Mehta: 2,000					
October 31, 2007	Further issue	**Name** – **Number of equity shares of face value of ₹ 100 allotted** Harshad Amritlal Mehta, jointly held with Gitaben H. Mehta: 2,940 Harendra Gulabchand Shah, jointly held with Priti Shah and Hemang Shah: 3,475 Navin N Patel: 4,245 Sudhaben N Patel: 4,245 Krupeshbhai Narharibhai Patel: 3,400 Niral Krupeshbhai Patel: 2,545 Amish Krupeshbhai Patel: 2,545 Tanmay Surendrabhai Patel: 3,190 Lalitaben N Patel: 1,040 Harold Bonavinture D'Silva: 2,375	30,000	100	Cash	180,000	18,000,000
July 21, 2008	Bonus issue	**Name** – **Number of equity shares of face value of ₹ 100 allotted** Harold Bonavinture D'Silva: 15,450 Harshad Amritlal Mehta, jointly held with Gitaben H. Mehta: 25,073 Harendra Gulabchand Shah, jointly held with Priti Shah and Hemang Shah: 30,937 Nimish H Shah, jointly held with: 1,350	270,000	N.A.	N.A.	450,000	45,000,000

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Harendra Shah						
		Chaya H Shah, jointly held with Samir Shah	150					
		Navin N Patel	38,115					
		Sudhaben N Patel	38,115					
		Krupeshbhai Narharibhai Patel	30,520					
		Niral Krupeshbhai Patel	22,866					
		Amish Krupeshbhai Patel	22,866					
		Tanmay Surendrabhai Patel	28,613					
		Lalitaben N Patel	9,344					
		Amod Stampings Private Limited	1					
		Hemang H Shah, jointly held with Shital Shah	1,350					
		Dhaval Harshadbhai Mehta (held jointly with Avanee Dhavalbhai Mehta)	2,250					
		Gitaben H Mehta, jointly held with Harshad A. Mehta	3,000					
March 31, 2011	Further issue	**Name**	**Number of equity shares of face value of ₹ 100 allotted**	38,290	350	Cash	488,290	48,829,000
		Harold Bonavinture D'Silva	2,000					
		Harshad Amritlal Mehta, jointly held with Gitaben Mehta	3,585					
		Harendra Gulabchand Shah, jointly held with Priti Shah and Hemang Shah	4,445					
		Nimish H Shah, jointly held with	190					

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted		Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Harendra Shah						
		Hemang H Shah, jointly held with Shital Shah	190					
		Dhaval H Mehta, jointly held with Avanee D Mehta	320					
		Gitaben H Mehta, jointly held with Harshad A Mehta	430					
		Navin N Patel	5,425					
		Sudhaben N Patel	5,425					
		Krupeshbhai Narharibhai Patel	4,285					
		Niral Krupeshbhai Patel	3,285					
		Amish Krupeshbhai Patel	3,285					
		Tanmay Surendrabhai Patel	4,140					
		Lalitaben N Patel	1,285					
March 31, 2012	Further issue	**Name**	**Number of equity shares of face value of ₹ 100 allotted**	235,656	220	Cash	723,946	72,394,600
		Lalitaben N Patel	4,505					
		Smitaben K Patel	51,802					
		Niral Krupeshbhai Patel	7,063					
		Pooja N. Patel	21,363					
		Amish Krupeshbhai Patel	10,406					
		Ripa A Patel	21,363					
		Varshaben S Patel	51,801					
		Chaitali T Patel	21,363					
		Harendra Gulabchand Shah	8,043					
		Nimish H Shah	6,860					
		Hemang H Shah	960					
		Harshad Amritlal Mehta	13,627					

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted	Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Dhaval H Mehta: 1,730 Gitaben H Mehta: 3,270 Fabtech Fabricators Pvt. Ltd: 11,500					
March 31, 2014	Further issue	**Name** / **Number of equity shares of face value of ₹ 100 allotted** Krupeshbhai Narharibhai Patel HUF: 83,050 Narharibhai S. Patel HUF: 127,450 Surendrabhai N. Patel HUF: 127,250	337,750	275	Cash	1,061,696	106,169,600
September 11, 2014	Rights issue	**Name** / **Number of equity shares of face value of ₹ 100 allotted** Krupeshbhai Narharibhai Patel: 30,000 Niral Krupeshbhai Patel: 25,600 Amish Krupeshbhai Patel: 25,600 Tanmay Surendrabhai Patel: 56,000 Smitaben K Patel: 11,000 Pooja N. Patel: 11,000 Ripa A Patel: 11,000 Varshaben S Patel: 46,800 Chaitali T Patel: 11,000	228,000	250	Cash	1,289,696	128,969,600
Pursuant to a resolution of our Board dated May 21, 2018, and a resolution of our Shareholders dated July 16, 2018, each equity share of our Company of face value of ₹100 was sub-divided into 10 equity shares of face value of ₹10 each and accordingly 1,289,696 shares of our Company of face value ₹100 were sub-divided to 12,896,960 shares of face value ₹10.						12,896,960	128,969,600
July 26, 2019	Rights issue	**Name** / **Number of equity shares of face value of ₹ 10 allotted** Atlanta UHV Transformers LLP: 900,000	900,000	50	Cash	13,796,960	137,969,600
March 31, 2020	Rights issue	**Name** / **Number of equity shares of face value of ₹ 10 allotted** Pooja N. Patel: 173,334	520,000	50	Cash	14,316,960	143,169,600

Date of allotment	Nature of allotment	Details of allottees/ shareholders and equity shares allotted	Number of equity shares allotted	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Ripa Amish Patel: 173,333 Chaitali T. Patel: 173,333					
Pursuant to a resolution of our Board dated December 23, 2024, and a resolution of our Shareholders dated December 26, 2024, each equity share of our Company of face value of ₹10 was sub-divided into 5 equity shares of face value of ₹2 each and accordingly 14,316,960 shares of our Company of face value ₹10 were sub-divided to 71,584,800 shares of face value ₹2.						71,584,800	143,169,600
Total						**71,584,800**	**143,169,600**

**There is a discrepancy in the total number of equity shares being actually allotted on November 30, 2006 and the total number of equity shares allotted to each shareholder as mentioned in list of allottees. Accordingly, disclosures in relation to the allotment and change in our issued, subscribed and paid-up share capital have been made in reliance of the (i) board resolution dated November 30, 2006; (ii) form 2; (iii) RoC Intimation Letter and (iv) certificate dated January 31, 2025 from the Practising Company Secretary. For further details, please see "Risk Factors - 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 and there are certain factual inaccuracy in our corporate filings. 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"*

2. **Preference share capital history of our Company**

Our Company has not issued any preference shares since the date of its incorporation.

3. **Shares issued for consideration other than cash or by way of a bonus issue or out of revaluation reserves**

Except as disclosed below, our Company has not issued any equity shares for consideration other than cash or by way of bonus issue or out of revaluation reserves since its incorporation and as on the date of this Draft Red Herring Prospectus:

Date of allotment	Name(s) of allottee(s)	Reason/Nature of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
September 24, 1991	**Name – Number of equity shares** Lakhamshi Rajivbhai Patel – 15,268 Harendra Gulabchand Shah – 15,268 Harshad Amritlal Mehta – 15,268 Harold Bonavinture D'Silva – 15,268 Lalitchandra Tulsidas Bhagat – 15,268	Allotment pursuant to dissolution of a partnership firm which had Lakhamshi Rajivbhai Patel, Harendra Gulabchand Shah, Harshad Amritlal Mehta, Harold Bonavinture D'Silva and Lalitchandra Tulsidas Bhagat ("**Retiring Partners**", and such firm as the "**Firm"**) and the Company as the partners of the Firm. The Retiring Partners were allotted 76,340 equity shares in the Company in lieu of the dissolution of the Firm and their capital contribution in the Firm.	76,340	10	N.A.	Other than cash

Date of allotment	Name(s) of allottee(s)		Reason/Nature of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
September 3, 1994	**Name**	**Number of equity shares**	Bonus issue	220,000	10	N.A.	N.A.
	Lakhamshi Rajivbhai Patel	44,000					
	Harendra Gulabchand Shah	44,000					
	Harshad Amritlal Mehta	44,000					
	Harold Bonavinture D'Silva	44,000					
	Lalitchandra Tulsidas Bhagat	44,000					
July 21, 2008	**Name**	**Number of equity shares**	Bonus issue	270,000	100	N.A.	N.A.
	Harold Bonavinture D'Silva	15,450					
	Harshad Amritlal Mehta, jointly held with Gitaben H. Mehta	25,073					
	Harendra Gulabchand Shah, jointly held with Priti Shah and Hemang Shah	30,937					
	Nimish H Shah, jointly held with Harendra Shah	1,350					
	Chaya H Shah, jointly held with Samir Shah	150					
	Navin N Patel	38,115					
	Sudhaben N Patel	38,115					
	Krupeshbhai Narharibhai Patel	30,520					
	Niral Krupeshbhai Patel	22,866					
	Amish Krupeshbhai Patel	22,866					
	Tanmay Surendrabhai Patel	28,613					
	Lalitaben N Patel	9,344					
	Amod Stampings Private Limited	1					
	Hemang H Shah, jointly held with Shital Shah	1,350					
	Dhaval Harshadbhai Mehta (held jointly with	2,250					

Date of allotment	Name(s) of allottee(s)		Reason/Nature of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration
	Avanee Dhavalbhai Mehta)						
	Gitaben H Mehta, jointly held with Harshad A. Mehta	3,000					

4. **Issue of equity shares pursuant to 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 equity shares pursuant to any schemes of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230 –234 of the Companies Act, 2013, as applicable.

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

   Our Company has not issued any Equity Shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus.

6. **Issue of equity shares under employee stock option schemes**

   As on the date of this Draft Red Herring Prospectus, our Company has no employee stock option scheme.

7. **Compliance with the Companies Act, 2013 and Companies Act, 1956**

   All the issuances of the equity shares since the date of incorporation of our Company, have been in compliance with the relevant provisions of the Companies Act, 1956 and Companies Act, 2013, as applicable.

8. **Details of history of shareholding and share capital of our Promoters in our Company and directors of Patel Family Trustee Private Limited, our Corporate Promoter**

   As on the date of this Draft Red Herring Prospectus, our Promoters hold, in aggregate, 67,547,050 equity shares, which constitutes 94.36% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding are set forth below:

   a) Directors of the Patel Family Trustee Private Limited, our Corporate Promoter

   For further details regarding the shareholding of the directors in one of our Corporate Promoters i.e. Patel Family Trustee Private Limited, see '*Our Promoters and Promoter Group – Corporate Promoters*' on page 248.

   b) Shareholding of our Promoters

Name	Pre-Offer		Post-Offer*^	
	Number of Equity Shares	**Percentage of pre-Offer Equity Share capital**	**Number of Equity Shares**	**Percentage of post-Offer Equity Share capital**
Promoters				
Krupeshbhai Narharibhai Patel	5,902,550	8.25%	[●]	[●]
Niral Krupeshbhai Patel	6,375,000	8.91%	[●]	[●]
Amish Krupeshbhai Patel	6,375,000	8.91%	[●]	[●]
Tanmay Surendrabhai Patel	5,391,400	7.53%	[●]	[●]
Narharibhai S. Patel Family Trust	33,553,050	46.87%	[●]	[●]
Atlanta UHV Transformers LLP	9,950,050	13.90%	[●]	[●]
Total (A)	**67,547,050**	**94.36%**	[●]	[●]

**To be included in the Prospectus.*
^Subject to finalization of Basis of Allotment.

   c) Build-up of Promoters' shareholding in our Company

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

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer equity share capital	% of the post-Offer equity share capital
Krupeshbhai Narharibhai Patel							
July 27, 2002	54,400	10.00	2.40	Cash	Transfer of shares from Lakhamshi R. Patel and Chetna L. Patel	0.38	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Nanji Bhagat	Negligible	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Kala Bhagat	Negligible	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Deven Bhagat	Negligible	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Philomiena D'Silva	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Samir Shah and Chhaya S. Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Paresh N. Jhaveri and Manish N. Jhaveri	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Kantilal Jhaveri and Jignesh K. Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Jyoti Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Kartik Jhaveri and Harshad H. Jhaveri and Usha H. Jhaveri	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Malvika Jhaveri and Harshadkumar H. Jhaveri and Usha H. Jhaveri	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Ramilaben Shah and Champaklal B. Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Jayesh Shah and Shailesh D. Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Chandrakant Mehta and Bharti C. Mehta	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Bharati Mehta and Chandrakant Mehta	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Chhaya S. Shah and Mehul K. Shah	Negligible	[●]
August 4, 2003	8,600	10.00	6.00	Cash	Transfer of shares from Lalitchandra T. Bhagat	Negligible	[●]
March 19, 2004	2,000	10.00	10.00	Cash	Transfer of shares from Bherulal Shah and Gitaben B. Shah	0.06	[●]
March 19, 2004	600	10.00	10.00	Cash	Transfer of shares from Rajesh Jagdishchandra Shah and Meena Rajesh Shah	0.01	[●]
March 19, 2004	1,000	10.00	10.00	Cash	Transfer of shares from Mrudula Parikh and Sharad B. Parikh	Negligible	[●]
Pursuant to a resolution of our Board dated March 1, 2004, and a resolution of our Shareholders dated March 29, 2004, each equity share of our Company of face value of ₹10 was consolidated into 1 equity share of face value of ₹100 and accordingly 675,100 shares of our Company of face value ₹10 were consolidated to 67,510 shares of face value ₹100.							
April 28, 2004	400	100.00	75.00	Cash	Transfer of shares from Patel Lakhamshi R. and Patel Chetna L.	0.03	[●]
November 30, 2006	3,680	100.00	100.00	Cash	Allotment pursuant to further issue	0.26	[●]
July 26, 2007	5,617	100.00	100.00	Cash	Allotment pursuant to further issue	0.39	[●]
October 31, 2007	3,400	100.00	100.00	Cash	Allotment pursuant to further issue	0.24	[●]
July 21, 2008	30,520	100.00	100.00	-	Allotment pursuant to bonus issuance	2.13	[●]
January 8, 2009	(4)	100.00	100.00	Cash	Transfer of shares to Priyani Patel, Dhavani Patel, Shivangini Patel, Devsmita Patel	Negligible	[●]
March 31, 2011	4,285	100.00	350.00	Cash	Allotment pursuant to further issue	0.30	[●]
September 11, 2014	30,000	100.00	250.00	Cash	Allotment pursuant to rights issuance	2.10	[●]

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer equity share capital	% of the post-Offer equity share capital
September 21, 2017	32,903	100.00	100.00	Cash	Transfer of shares from Navinbhai N. Patel.	2.30	[●]
Pursuant to a resolution of our Board dated May 21, 2018, and a resolution of our Shareholders dated July 16, 2018, each equity share of our Company of face value of ₹100 was sub-divided into 10 equity shares of face value of ₹10 each and accordingly 1,289,696 shares of our Company of face value ₹100 were sub-divided to 12,896,960 shares of face value ₹10.							
September 26, 2024	849,667	10.00	N.A.	N.A.	Transfer of shares from Narharibhai S. Patel HUF	5.93	[●]
September 26, 2024	207,625	10.00	N.A.	N.A.	Transfer of shares from Narharibhai S. Patel HUF	1.45	
September 26, 2024	(1,057,292)	10.00	N.A.	N.A.	Transfer of shares to Lalitaben Narharibhai Patel	(7.38)	[●]
Pursuant to a resolution of our Board dated December 23, 2024, and a resolution of our Shareholders dated December 26, 2024, each equity share of our Company of face value of ₹10 was sub-divided into 5 equity shares of face value of ₹2 each and accordingly 14,316,960 shares of our Company of face value ₹10 were sub-divided to 71,584,800 shares of face value ₹2.							
Total (A)	**5,902,550**					**8.25**	**[●]**
Niral Krupeshbhai Patel							
July 27, 2002	13,600	10.00	2.40	Cash	Transfer of shares from Lakhamshi Patel and Chetna Patel	0.09	[●]
July 27, 2002	27,200	10.00	2.40	Cash	Transfer of shares from Harshad A. Mehta and Gita H. Mehta	0.19	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Magan Patel	Negligible	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Arjun Patel	Negligible	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Chetna Patel	Negligible	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Gita Mehta	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Ramshankar Pandya and Jayantkumar R. Pandya	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Divyangkumar Pandya and Jayantkumar R. Pandya	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Kandrap Pandya	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Smitaben Pandya and Jayantkumar R. Pandya	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Jayminkumar Pandya	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Jayantkumar Pandya and Smitaben J. Pandya	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Kokilaben Pandya and Jayantkumar R. Pandya	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Shantilal Shah and Dharmishta S. Shah	Negligible	[●]
August 4, 2003	6,400	10.00	6.00	Cash	Transfer of shares from Lalitchandra T. Bhagat	0.04	[●]
March 19, 2004	2,000	10.00	10.00	Cash	Transfer of shares from Kailashchandra B. Jagetia and Leelaben K. Jagetia	0.01	[●]
March 19, 2004	400	10.00	10.00	Cash	Transfer of shares from Rajesh Jagdishchandra Shah and Meena Rajesh Shah	Negligible	[●]
March 19, 2004	400	10.00	10.00	Cash	Transfer of shares from Mehandra M. Naik and Damayanti M. Naik	Negligible	[●]
Pursuant to a resolution of our Board dated March 1, 2004, and a resolution of our Shareholders dated March 29, 2004, each equity share of our Company of face value of ₹10 was consolidated into 1 equity share of face value of ₹100 and accordingly 675,100 shares of our Company of face value ₹10 were consolidated to 67,510 shares of face value ₹100.							
April 28, 2004	290	100.00	75.00	Cash	Transfer of shares from Patel Lakhamshi R. and Patel Chetna L.	0.02	[●]
November 30, 2006	2,760	100.00	100.00	Cash	Allotment pursuant to further issue	0.19	[●]

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer equity share capital	% of the post-Offer equity share capital
July 26, 2007	4,209	100.00	100.00	Cash	Allotment pursuant to further issue	0.29	[●]
October 31, 2007	2,545	100.00	100.00	Cash	Allotment pursuant to further issue	0.18	[●]
July 21, 2008	22,866	100.00	100.00	-	Allotment pursuant to bonus issuance	1.60	[●]
March 31, 2011	3,285	100.00	350.00	Cash	Allotment pursuant to further issue	0.23	[●]
March 31, 2012	7,063	100.00	220.00	Cash	Allotment pursuant to further issue	0.49	[●]
September 11, 2014	25,600	100.00	250.00	Cash	Allotment pursuant to rights issuance	1.79	[●]
September 21, 2017	21,363	100.00	N.A.	N.A.	Transfer of shares from Lalitaben N. Patel pursuant to a gift deed	1.49	[●]
September 21, 2017	32,079	100.00	N.A.	N.A.	Transfer of shares from Navinbhai N. Patel pursuant to a gift deed	2.24	[●]
Pursuant to a resolution of our Board dated May 21, 2018, and a resolution of our Shareholders dated July 16, 2018, each equity share of our Company of face value of ₹100 was sub-divided into 10 equity shares of face value of ₹10 each and accordingly 1,289,696 shares of our Company of face value ₹100 were sub-divided to 12,896,960 shares of face value ₹10.							
September 26, 2024	207,625	10.00	N.A.	N.A.	Transfer of shares from Krupeshbhai Narharibhai Patel HUF	1.45	[●]
September 26, 2024	(207,625)	10.00	N.A.	N.A.	Transfer of shares to Lalitaben Narharibhai Patel	(1.45)	[●]
Pursuant to a resolution of our Board dated December 23, 2024, and a resolution of our Shareholders dated December 26, 2024, each equity share of our Company of face value of ₹10 was sub-divided into 5 equity shares of face value of ₹2 each and accordingly 14,316,960 shares of our Company of face value ₹10 were sub-divided to 71,584,800 shares of face value ₹2.							
Total (B)	**6,375,000**					**8.90**	[●]
Amish Krupeshbhai Patel							
July 27, 2002	40,800	10.00	2.40	Cash	Transfer of shares from Harshad Mehta and Gita Mehta	0.28	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Arjun Patel HUF	Negligible	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Pareshbhai Patel	Negligible	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Nayanaben Patel	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Bhavna Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Aruna Patel	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Savan Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Narendra Patel	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Amrut Patel	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Priti Mehta and Jignesh M. Mehta	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Umesh Bhatt and Mamta Umesh Bhatt	Negligible	[●]
March 17, 2003	100	10.00	10.00	Cash	Transfer of shares from Sureshbhai Kachhia and Manishben S. Kacchia	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Kirtikumar Pandya and Jayant Kumar R. Pandya	Negligible	[●]
August 4, 2003	6,400	10.00	6.00	Cash	Transfer of shares from Lalitchandra T. Bhagat	0.04	[●]
March 19, 2004	300	10.00	10.00	Cash	Transfer of shares from Mansukhbhai Magia and Vipul M. Mangia	Negligible	[●]
March 19, 2004	1,500	10.00	10.00	Cash	Transfer of shares from Manisha Patel and Manoj B. Dave	0.01	[●]
March 19, 2004	1,000	10.00	10.00	Cash	Transfer of shares from Ila M. Dave	0.01	[●]

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer equity share capital	% of the post-Offer equity share capital
Pursuant to a resolution of our Board dated March 1, 2004, and a resolution of our Shareholders dated March 29, 2004, each equity share of our Company of face value of ₹10 was consolidated into 1 equity share of face value of ₹100 and accordingly 675,100 shares of our Company of face value ₹10 were consolidated to 67,510 shares of face value ₹100.							
April 28, 2004	290	100.00	75.00	Cash	Transfer of shares from Patel Lakhamshi R. and Patel Chetna L.	0.02	[●]
November 30, 2006	2,760	100.00	100.00	Cash	Allotment pursuant to further issue	0.19	[●]
July 26, 2007	4,209	100.00	100.00	Cash	Allotment pursuant to further issue	0.29	[●]
October 31, 2007	2,545	100.00	100.00	Cash	Allotment pursuant to further issue further issue	0.18	[●]
July 21, 2008	22,866	100.00	100.00	-	Allotment pursuant to bonus issuance	1.60	[●]
March 31, 2011	3,285	100.00	350.00	Cash	Allotment pursuant to further issue	0.23	[●]
March 31, 2012	10,406	100.00	220.00	Cash	Allotment pursuant to further issue	0.73	[●]
September 11, 2014	25,600	100.00	250.00	Cash	Allotment pursuant to rights issuance	1.79	[●]
September 21, 2017	3,968	100.00	N.A.	N.A.	Transfer of shares from Navinbhai N. Patel pursuant to a gift deed	0.28	[●]
September 21, 2017	4,252	100.00	N.A.	N.A.	Transfer of shares from Sudhaben N. Patel pursuant to a gift deed	0.30	[●]
September 21, 2017	41,879	100.00	N.A.	N.A.	Transfer of shares from Varshaben S. Patel pursuant to a gift deed	2.93	[●]
Pursuant to a resolution of our Board dated May 21, 2018, and a resolution of our Shareholders dated July 16, 2018, each equity share of our Company of face value of ₹100 was sub-divided into 10 equity shares of face value of ₹10 each and accordingly 1,289,696 shares of our Company of face value ₹100 were sub-divided to 12,896,960 shares of face value ₹10.							
September 26, 2024	207,625	10.00	N.A.	N.A.	Transfer of shares from Krupeshbhai Narharibhai Patel HUF	1.45	[●]
September 26, 2024	(207,625)	10.00	N.A.	N.A.	Transfer of shares to Lalitaben Narharibhai Patel	(1.45)	[●]
Pursuant to a resolution of our Board dated December 23, 2024, and a resolution of our Shareholders dated December 26, 2024, each equity share of our Company of face value of ₹10 was sub-divided into 5 equity shares of face value of ₹2 each and accordingly 14,316,960 shares of our Company of face value ₹10 were sub-divided to 71,584,800 shares of face value ₹2.							
Total (C)	**6,375,000**					**8.90**	**[●]**
Tanmay Surendrabhai Patel							
July 27, 2002	51,000	10.00	2.40	Cash	Transfer of shares from Priti Shah and Hemang Shah	0.36	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Hemang Shah and Harendra G. Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Lataben Patel and Dilipbhai D. Patel	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Radheshyam Sharma	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Jagdish Sharma	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Rameshchandra Shah and Jayshreeben R. Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Ragini Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Kalpana Upadhyay and Vinod Mohanlal Upadhyay	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Tushar Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Varsha Shah	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Leena Kapadia	Negligible	[●]
March 17, 2003	500	10.00	10.00	Cash	Transfer of shares from Ghanshayambhai Patel and Indiraben G. Patel	Negligible	[●]
August 4, 2003	8,000	10.00	6.00	Cash	Transfer of shares from Lalitchandra T. Bhagat	0.06	[●]

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer equity share capital	% of the post-Offer equity share capital
March 19, 2004	1,500	10.00	10.00	Cash	Transfer of shares from Jatin Rashikbhai Patel and Ila Manoj Dave	0.01	[●]
March 19, 2004	1,000	10.00	10.00	Cash	Transfer of shares from Damayanti Naik and Hetal M. Naik	0.01	[●]
March 19, 2004	1,000	10.00	10.00	Cash	Transfer of shares from Priti Desai and Damayanti M. Naik	0.01	[●]
Pursuant to a resolution of our Board dated March 1, 2004, and a resolution of our Shareholders dated March 29, 2004, each equity share of our Company of face value of ₹10 was consolidated into 1 equity share of face value of ₹100 and accordingly 675,100 shares of our Company of face value ₹10 were consolidated to 67,510 shares of face value ₹100.							
April 28, 2004	370	100.00	75.00	Cash	Transfer of shares from Patel Lakhamshi R. and Patel Chetna L.	0.03	[●]
November 30, 2006	3,450	100.00	100.00	Cash	Allotment pursuant to further issue	0.24	[●]
July 26, 2007	5,265	100.00	100.00	Cash	Allotment pursuant to further issue	0.37	[●]
October 31, 2007	3,190	100.00	100.00	Cash	Allotment pursuant to further issue	0.22	[●]
July 21, 2008	28,613	100.00	100.00	-	Allotment pursuant to bonus issuance	2.00	[●]
March 31, 2011	4,140	100.00	350.00	Cash	Allotment pursuant to further issue	0.29	[●]
September 11, 2014	56,000	100.00	250.00	Cash	Allotment pursuant to rights issuance	3.91	[●]
Pursuant to a resolution of our Board dated May 21, 2018, and a resolution of our Shareholders dated July 16, 2018, each equity share of our Company of face value of ₹100 was sub-divided into 10 equity shares of face value of ₹10 each and accordingly 1,289,696 shares of our Company of face value ₹100 were sub-divided to 12,896,960 shares of face value ₹10.							
September 26, 2024	1,272,500	10.00	N.A.	N.A.	Transfer of shares from Surendrbhai N. Patel HUF	1.45	[●]
September 26, 2024	(1,272,500)	10.00	N.A.	N.A.	Transfer of shares to Lalitaben Narharibhai Patel	(1.45)	[●]
Pursuant to a resolution of our Board dated December 23, 2024, and a resolution of our Shareholders dated December 26, 2024, each equity share of our Company of face value of ₹10 was sub-divided into 5 equity shares of face value of ₹2 each and accordingly 14,316,960 shares of our Company of face value ₹10 were sub-divided to 71,584,800 shares of face value ₹2.							
Total (D)	**5,391,400**					**7.53**	**[●]**
Atlanta UHV Transformers LLP							
April 30, 2019	10	10.00	50.00	Cash	Transfer of shares from Amod Stampings Private Limited	Negligible	[●]
July 26, 2019	900,000	10.00	50.00	Cash	Allotment pursuant to rights issuance	6.29	[●]
August 16, 2022	115,000	10.00	80.00	Cash	Transfer of shares from Fabtech Fabricators Private Limited	0.80	[●]
August 16, 2022	590,000	10.00	80.00	Cash	Transfer of shares from Harshad Amritlal Mehta	4.12	[●]
August 16, 2022	321,500	10.00	80.00	Cash	Transfer of shares from Priti Harendra Shah	2.25	[●]
August 16, 2022	17,000	10.00	80.00	Cash	Transfer of shares from Hemang Harendra Shah	0.12	[●]
August 16, 2022	46,500	10.00	80.00	Cash	Transfer of shares from Nimish Harendra Shah	0.32	[●]
Pursuant to a resolution of our Board dated December 23, 2024, and a resolution of our Shareholders dated December 26, 2024, each equity share of our Company of face value of ₹10 was sub-divided into 5 equity shares of face value of ₹2 each and accordingly 14,316,960 shares of our Company of face value ₹10 were sub-divided to 71,584,800 shares of face value ₹2.							
Total (E)	**9,950,050**					**13.90**	**[●]**
Narharibhai S. Patel Family Trust							
January 17, 2025	33,553,050	2.00	N.A.	N.A.	Transfer of shares from Lalitaben N. Patel pursuant to a gift deed	46.87	[●]
Total (F)	**33,553,050**					**46.87**	**[●]**
Total (A+B+C+D+E+F)	**67,547,050**					**94.36**	**[●]**

As of the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged or are otherwise encumbered.

d) Details of minimum Promoters' contribution locked in as may be prescribed under applicable law

Pursuant to Regulation 14 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and, pursuant to Regulation 16 of the SEBI ICDR Regulations, shall be locked-in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations, as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% of the post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

The details of Equity Shares held by our Promoters, which will be locked-in for a period of eighteen months, from the date of Allotment as Promoters' Contribution are set forth below:

Name of the Promoter	Number of Equity Shares held	Date up to which Equity Shares are subject to lock-in	Number of Equity Shares locked-in**	Date of Allotment/ transfer#	Face value per Equity Share (₹)	Allotment/ Acquisition price per Equity Share (₹)	Nature of transaction	% of the pre-Offer paid-up capital	% of the post-Offer paid-up capital
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.
#Equity Shares were fully paid-up on the respective dates of Allotment/acquisition, as the case may be.
***Subject to finalisation of Basis of Allotment.*

Our Promoters have given their consent to include such number of equity shares held by them as disclosed above, constituting 20% of the post-Offer Equity Share capital of our Company as Promoters' Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoter, see "*–Build-up of Promoters' shareholding in our Company*" on page 93.

In this connection, we confirm the following:

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

(ii) The Equity Shares offered for Promoters' Contribution shall not consist of Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) The Equity Shares offered for Promoters' Contribution shall not consist of equity shares held by the Promoters that are subject to any pledge or any other form of encumbrance; and

(iv) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm.

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

In terms of Regulation 17 and 16(1)(b) of the SEBI ICDR Regulations, except for the Promoters' Contribution and any Equity Shares held by our Promoters in excess of Promoters' Contribution, which shall be locked in as above, the entire pre-Offer Equity Share capital of our Company, shall, unless otherwise permitted under the SEBI ICDR Regulations, be locked in for a period of six months from the date of Allotment in the Offer. In terms of Regulation 17(c) of the SEBI ICDR Regulations, equity shares held by a venture capital fund or alternative investment fund of category I or category II or a foreign venture capital investor shall not be locked-in for a period of six months from the date of Allotment, provided that such equity shares shall be locked in for a period of at least six months from the date of purchase by such shareholders.

In terms of Regulation 22 of the SEBI ICDR Regulations, equity shares held by our Promoters which are locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred amongst our Promoters or any member of the Promoter Group or to any new promoter, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The equity shares held by persons other than our Promoters and locked-in pursuant to Regulation 17 of the SEBI ICDR Regulations, may be transferred to any other person holding equity shares which are locked-in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the provisions of the Takeover Regulations.

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

f) **Recording of non-transferability of Equity Shares locked-in**

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.

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

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

h) **Sales or purchases of Equity Shares or other specified securities of our Company by our Promoters, members of our Promoter Group and/or our Directors and their relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus**

Except as disclosed below, none of our Promoters, the members of the Promoter Group, our Directors or their relatives have purchased, acquired or sold any securities of our Company during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Transferor	Transferee	Date of transaction	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
1.	Krupeshbhai Narharibhai Patel HUF	Smitaben Krupeshbhai Patel	September 26, 2024	207,625	N.A.	10.00	Transfer of equity shares by way of a gift
2.	Krupeshbhai Narharibhai Patel HUF	Krupeshbhai Narharibhai Patel	September 26, 2024	207,625	N.A.	10.00	Transfer of equity shares by way of a gift
3.	Krupeshbhai Narharibhai Patel HUF	Niral Krupeshbhai Patel	September 26, 2024	207,625	N.A.	10.00	Transfer of equity shares by way of a gift
4.	Krupeshbhai Narharibhai Patel HUF	Amish Krupeshbhai Patel	September 26, 2024	207,625	N.A.	10.00	Transfer of equity shares by way of a gift
5.	Narharibhai S. Patel HUF	Krupeshbhai Narharibhai Patel	September 26, 2024	849,667	N.A.	10.00	Transfer of equity shares by way of a gift
6.	Narharibhai S. Patel HUF	Varshaben S. Patel	September 26, 2024	424,833	N.A.	10.00	Transfer of equity shares by way of a gift
7.	Surendrabhai N. Patel HUF	Tanmay Surendrabhai Patel	September 26, 2024	1,272,500	N.A.	10.00	Transfer of equity shares by way of a gift
8.	Krupeshbhai Narharibhai Patel	Lalitaben Narharibhai Patel	September 26, 2024	1,057,292	N.A.	10.00	Transfer of equity shares by way of a gift
9.	Niral Krupeshbhai Patel	Lalitaben Narharibhai Patel	September 26, 2024	207,625	N.A.	10.00	Transfer of equity shares by way of a gift
10.	Amish Krupeshbhai Patel	Lalitaben Narharibhai Patel	September 26, 2024	207,625	N.A.	10.00	Transfer of equity shares by way of a gift

Sr. No.	Transferor	Transferee	Date of transaction	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
11.	Tanmay Surendrabhai Patel	Lalitaben Narharibhai Patel	September 26, 2024	1,272,500	N.A.	10.00	Transfer of equity shares by way of a gift
12.	Pooja Niral Patel	Lalitaben Narharibhai Patel	September 26, 2024	496,964	N.A.	10.00	Transfer of equity shares by way of a gift
13.	Chaitali Tanmay Patel	Lalitaben Narharibhai Patel	September 26, 2024	496,963	N.A.	10.00	Transfer of equity shares by way of a gift
14.	Ripa Amish Patel	Lalitaben Narharibhai Patel	September 26, 2024	496,963	N.A.	10.00	Transfer of equity shares by way of a gift
15.	Varshaben S. Patel	Lalitaben Narharibhai Patel	September 26, 2024	992,053	N.A.	10.00	Transfer of equity shares by way of a gift
16.	Smitaben K. Patel	Lalitaben Narharibhai Patel	September 26, 2024	1,482,625	N.A.	10.00	Transfer of equity shares by way of a gift

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9. ***Shareholding pattern of our Company***

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights: Class (Equity Shares)	Class (Others)	Total	Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	Promoter and Promoter Group	**7**	67,547,100	-	-	67,547,100	94.36	67,547,100	-	67,547,100	94.36	-	-	-	-	-	-	67,547,100
(B)	Public	**7**	4,037,700	-	-	4,037,700	5.64	4,037,700	-	4,037,700	5.64	-	-	-	-	-	-	4,037,700
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A+B+C+C1+C2)	**14**	**71,584,800**	-	-	**71,584,800**	**100.00**	**71,584,800**	-	**71,584,800**	**100.00**	-	-	-	-	-	-	**71,584,800**

10. As on the date of this Draft Red Herring Prospectus, our Company has 14 Shareholders.

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

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

Name of Shareholder	Number of Equity Shares of ₹ 2 each	Percentage of pre-Offer Equity Share capital
Krupeshbhai Narharibhai Patel	5,902,550	8.25%
Niral Krupeshbhai Patel	6,375,000	8.91%
Amish Krupeshbhai Patel	6,375,000	8.91%
Tanmay Surendrabhai Patel	5,391,400	7.53%
Total	**24,043,950**	**33.60%**

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

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

Sr. No.	Name of Shareholder	Number of Equity Shares of ₹ 2 each	Percentage of pre-Offer Equity Share capital (%)
1.	Narharibhai S. Patel Family Trust	33,553,050	46.87
2.	Atlanta UHV Transformers LLP	9,950,050	13.90
3.	Niral Krupeshbhai Patel	6,375,000	8.91
4.	Amish Krupeshbhai Patel	6,375,000	8.91
5.	Krupesh Narharibhai Patel	5,902,550	8.25
6.	Tanmay Surendrabhai Patel	5,391,400	7.53
7.	Hemang Harendra Shah	803,750	1.12
8.	Nimish Harendra Shah	803,750	1.12
9.	Jignesh Suryakant Patel	1,387,700	1.94
	Total	**70,542,050**	**98.54**

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

Sr. No.	Name of Shareholder	Number of Equity Shares of ₹ 2 each	Percentage of pre-Offer Equity Share capital (%)
1.	Narharibhai S. Patel Family Trust	33,553,050	46.87
2.	Atlanta UHV Transformers LLP	9,950,050	13.90
3.	Niral Krupeshbhai Patel	6,375,000	8.91
4.	Amish Krupeshbhai Patel	6,375,000	8.91
5.	Krupesh Narharibhai Patel	5,902,550	8.25
6.	Tanmay Surendrabhai Patel	5,391,400	7.53
7.	Hemang Harendra Shah	803,750	1.12
8.	Nimish Harendra Shah	803,750	1.12
9.	Jignesh Suryakant Patel	1,387,700	1.94
	Total	**70,542,050**	**98.54**

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

Sr. No.	Name of the Shareholder	Number of equity shares of face value of ₹ 10 each	Percentage of the Equity Share capital (%)
1.	Krupeshbhai Narharibhai Patel	1,180,510	8.25
2.	Niral Krupeshbhai Patel	1,275,000	8.91
3.	Amish Krupeshbhai Patel	1,275,000	8.91
4	Tanmay Surendrabhai Patel	1,078,280	7.53
5.	Surendrabhai N. Patel HUF	1,272,500	8.89
6.	Smitaben Krupeshbhai Patel	1,275,000	8.91
7.	Pooja Niral Patel	496,964	3.47
8.	Ripa Amish Patel	496,963	3.47
9.	Krupeshbhai N. Patel HUF	830,500	5.80
10.	Varshaben Surendrabhai Patel	567,220	3.96
11.	Narharibhai S. Patel HUF	1,274,500	8.90
12.	Hemang Harendra Shah	160,750	1.12
13.	Nimish Harendra Shah	160,750	1.12
14.	Chaitali Tanmay Patel	496,963	3.47

Sr. No.	Name of the Shareholder	Number of equity shares of face value of ₹ 10 each	Percentage of the Equity Share capital (%)
15.	Atlanta UHV Transformers LLP	1,990,010	13.90
16.	Jignesh Suryakant Patel	277,500	1.94
Total		**14,108,410**	**98.54**

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

Sr. No.	Name of Shareholder	Number of equity shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital
1.	Tanmay Surendrabhai Patel	1,078,280	7.53%
2.	Varshaben Surendrabhai Patel	567,220	3.96%
3.	Chaitali Tanmay Patel	496,963	3.47%
4.	Surendrabhai N. Patel HUF	1,272,500	8.89%
5.	Krupeshbhai Narharibhai Patel	1,180,510	8.25%
6.	Niral Krupeshbhai Patel	1,275,000	8.91%
7.	Amish Krupeshbhai Patel	1,275,000	8.91%
8.	Smitaben Krupeshbhai Patel	1,275,000	8.91%
9.	Pooja Niral Patel	496,964	3.47%
10.	Ripa Amish Patel	496,963	3.47%
11.	Krupeshbhai N. Patel HUF	830,500	5.80%
12.	Narharibhai S. Patel HUF	1,274,500	8.90%
13.	Hemang Harendra Shah	160,750	1.12%
14.	Nimish Harendra Shah	160,750	1.12%
15.	Atlanta UHV-Transformers LLP	1,990,010	13.90%
16.	Jignesh Suryakant Patel	277,500	1.94%
Total		**14,108,410**	**98.54%**

13. ***Secondary acquisitions of equity shares of our Company***

The details of the secondary acquisitions of Equity Shares of our Company by the members of our Promoter Group and the Selling Shareholders, since its incorporation are as set forth below:

Sr. No.	Name of the Transferor	Name of the Transferee	Date of transfer of Equity Shares	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
1.	Lalitchandra Tulsidas Bhagat	Navinbhai Natubhai Patel	July 27, 2002	68,000	2.40	10.00	Transfer of equity shares
2.	Harold Bonavinture D'Silva	Sudhaben Navinbhai Patel	July 27, 2002	68,000	2.40	10.00	Transfer of equity shares
3.	Lakhmashi R. Patel jointly held wit Chetna L. Patel	Krupeshbhai Narharibhai Patel	July 27, 2002	54,400	2.40	10.00	Transfer of equity shares
4.	Lakhmashi R. Patel jointly held with Chetna L. Patel	Niral Krupeshbhai Patel	July 27, 2002	13,600	2.40	10.00	Transfer of equity shares
5.	Harshad Mehta jointly held with Gita H. Mehta	Niral Krupeshbhai Patel	July 27, 2002	27,200	2.40	10.00	Transfer of equity shares
6.	Harshad Mehta jointly held with Gita H. Mehta	Amish Krupeshbhai Patel	July 27, 2002	40,800	2.40	10.00	Transfer of equity shares
7.	Harendra G. Shah J/H Priti H. Shah, Hemang Shah	Tanmay Surendrabhai Patel	July 27, 2002	51,000	2.40	10.00	Transfer of equity shares
8.	Harendra G. Shah J/h Priti H. Shah, Hemang Shah	Lalitaben Narharibhai Patel	July 27, 2002	17,000	2.40	10.00	Transfer of equity shares
9.	Shroff Dilipkumar Natvarlal	Navinbhai Natubhai Patel	March 17, 2003	200	10.00	10.00	Transfer of equity shares
10.	Shroff Meena Dilipkumar	Navinbhai Natubhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
11.	Jhaveri Manish Navinchandra J/H Jhaveri Sanjiv Navinchandra	Navinbhai Natubhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares

Sr. No.	Name of the Transferor	Name of the Transferee	Date of transfer of Equity Shares	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
12.	Jhaveri Navinchandra Chhaganlal J/H Jhaveri Manish Navinchandra	Navinbhai Natubhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
13.	Mehta Hetal Harshad J/H Mehta Gita Harshad J/H Mehta Dhaval Harshad	Navinbhai Natubhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
14.	Maniar Pushapkant Maganlal J/H Mehta Chandrakant Amrutlal	Navinbhai Natubhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
15.	Zuberi Mohamed Sabir Rarid J/H Zubari Mumtaz Mohamed Sabir	Navinbhai Natubhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
16.	Patel Alka Dilip J/H Patel Dilip Chandubhai	Navinbhai Natubhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
17.	Thakkar Manisha Bakul J/H Thakkar Bakul Kalidas	Navinbhai Natubhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
18.	Thakkar Bakul Kalidas J/H Thakkar Manisha Bakul	Navinbhai Natubhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
19.	Zubari Mumtaz Mohamed Sabir J/H Zubari Mohamed Sabir Rarid	Navinbhai Natubhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
20.	Manjula Patel	Sudhaben Navinbhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
21.	Dilipkumar Shroff	Sudhaben Navinbhai Patel	March 17, 2003	200	10.00	10.00	Transfer of equity shares
22.	Dilipkumar N. Shroff HUF	Sudhaben Navinbhai Patel	March 17, 2003	200	10.00	10.00	Transfer of equity shares
23.	Shailesh Mistry	Sudhaben Navinbhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
24.	Rajesh Mistry	Sudhaben Navinbhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
25.	Shivlal Mistry	Sudhaben Navinbhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
26.	Heena Mistry	Sudhaben Navinbhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
27.	Bhavnaben Mistry	Sudhaben Navinbhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
28.	Jitendra Mistry	Sudhaben Navinbhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
29.	Lataben Mistry	Sudhaben Navinbhai Patel	March 17, 2003	1,000	10.00	10.00	Transfer of equity shares
30.	Nanji Bhagat	Krupeshbhai Narharibhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares

Sr. No.	Name of the Transferor	Name of the Transferee	Date of transfer of Equity Shares	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
31.	Kala Bhagat	Krupeshbhai Narharibhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
32.	Deven Bhagat	Krupeshbhai Narharibhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
33.	Philomiena D'Silva	Krupeshbhai Narharibhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
34.	Samir Shah jointly held with Chhaya S. Shah	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
35.	Paresh N. Jhaveri jointly held with Manish N. Jhaveri	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
36.	Kantilal Jhaveri jointly held with Jignesh K. Shah	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
37.	Jyoti Shah	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
38.	Kartik Jhaveri jointly held with Harshadkumar H. Jhaveri and sha H. Jhaveri	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
39.	Malvika Jhaveri jointly held with Harshadkumar H. Jhaveri and Usha H. Jhaveri	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
40.	Ramilaben Shah jointly held with Champaklal B. Shah and Hetal C. Shah	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
41.	Jayesh Shah jointly held with Shailesh D. Shah	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
42.	Chandrakant Mehta jointly held with Bharati C. Mehta	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
43.	Bharati Mehta jointly held with Chandrakant Mehta	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
44.	Chhaya S. Shah jointly held with Mehul K. Shah	Krupeshbhai Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
45.	Magan Patel	Niral Krupeshbhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
46.	Arjun Patel	Niral Krupeshbhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
47.	Chetana Patel	Niral Krupeshbhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
48.	Gita Mehta	Niral Krupeshbhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
49.	Ramshankar Pandya jointly held with Jayantkumar R. Pandya	Niral Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
50.	Divyangkumar Pandya jointly held with Jayantkumar R. Pandya	Niral Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares

Sr. No.	Name of the Transferor	Name of the Transferee	Date of transfer of Equity Shares	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
51.	Kandrap Pandya	Niral Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
52.	Smitaben Pandya jointly held with Jayantkumar R. Pandya	Niral Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
53.	Jayminkumar Pandya	Niral Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
54.	Jayantkumar Pandya jointly held with Smitaben J. Pandya	Niral Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
55.	Kokilaben Pandya jointly held with Jayantkumar R. Pandya	Niral Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
56.	Shantilal Shah jointly held with Dharmistha S. Shah	Niral Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
57.	Arjun Patel HUF	Amish Krupeshbhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
58.	Pareshbhai Patel	Amish Krupeshbhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
59.	Nayanaben Patel	Amish Krupeshbhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
60.	Bhavna Shah	Amish Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
61.	Aruna Patel	Amish Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
62.	Savan Shah	Amish Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
63.	Narendra Patel	Amish Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
64.	Amrut Patel	Amish Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
65.	Priti Mehta jointly held with Jignesh M. Mehta	Amish Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
66.	Umesh Bhatt jointly with Mamta Umesh Bhatt	Amish Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
67.	Sureshbhai Kachhia jointly with Manishaben S. Kacchia	Amish Krupeshbhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
68.	Kirtikumar Pandya jointly with Jayant Kumar R. Pandya	Amish Krupeshbhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
69.	Hemang Shah jointly held with Harendra G. Shah	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
70.	Lataben Patel jointly held with Dilipbhai D. Patel	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
71.	Radheshyam Sharma	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares

Sr. No.	Name of the Transferor	Name of the Transferee	Date of transfer of Equity Shares	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
72.	Jagdish Sharma	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
73.	Rameshchandra Shah jointly held with Jayshreeben R. Shah	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
74.	Ragini Shah	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
75.	Kalpana Upadhyay jointly held with Vinod Mohanlal Upadhyay	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
76.	Tushar Shah	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
77.	Varsha Shah	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
78.	Leena Kapadia	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
79.	Ghanshayambhai Patel jointly held with Indiraben G. Patel	Tanmay Surendrabhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
80.	Anilkumar Patel	Lalitaben Narharibhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
81.	Himatbhai Gandhi	Lalitaben Narharibhai Patel	March 17, 2003	200	10.00	10.00	Transfer of equity shares
82.	Jayaben Patel	Lalitaben Narharibhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
83.	Rasila Bhakta	Lalitaben Narharibhai Patel	March 17, 2003	100	10.00	10.00	Transfer of equity shares
84.	Rameshchandra Patel jointly held with Dipakbhai R. Patel	Lalitaben Narharibhai Patel	March 17, 2003	500	10.00	10.00	Transfer of equity shares
85.	Rakesh Kadakia jointly held with Mona R. Kadakia	Lalitaben Narharibhai Patel	March 17, 2003	800	10.00	10.00	Transfer of equity shares
86.	Lalitchandra Tulsidas Bhagat	Navinbhai Natubhai Patel	August 4, 2003	10,700	6.00	10.00	Transfer of equity shares
87.	Lalitchandra Tulsidas Bhagat	Sudhaben Navinbhai Patel	August 4, 2003	10,700	6.00	10.00	Transfer of equity shares
88.	Lalitchandra T. Bhagat	Krupeshbhai Narharibhai Patel	August 4, 2003	8,600	6.00	10.00	Transfer of equity shares
89.	Lalitchandra T. Bhagat	Niral Krupeshbhai Patel	August 4, 2003	6,400	6.00	10.00	Transfer of equity shares
90.	Lalitchandra T. Bhagat	Amish Krupeshbhai Patel	August 4, 2003	6,400	6.00	10.00	Transfer of equity shares
91.	Lalitchandra T. Bhagat	Tanmay Surendrabhai Patel	August 4, 2003	8,000	6.00	10.00	Transfer of equity shares
92.	Lalitchandra T. Bhagat	Lalitaben Narharibhai Patel	August 4, 2003	2,700	6.00	10.00	Transfer of equity shares
93.	Mahasukhbhai Magia jointly held with Vipul M. Mangia	Navinbhai Natubhai Patel	March 19, 2004	4,600	10.00	10.00	Transfer of equity shares

Sr. No.	Name of the Transferor	Name of the Transferee	Date of transfer of Equity Shares	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
94.	Chandrakant M. Rajput jointly held with Purnima C. Rajput	Sudhaben Navinbhai Patel	March 19, 2004	1,000	10.00	10.00	Transfer of equity shares
95.	Chandralekhaben Rajput jointly held with Jayvadan J. Patel	Sudhaben Navinbhai Patel	March 19, 2004	1,500	10.00	10.00	Transfer of equity shares
96.	Purnima C. Rajput jointly held with Purnima C. Rajput	Sudhaben Navinbhai Patel	March 19, 2004	1,000	10.00	10.00	Transfer of equity shares
97.	Naranbhai Morabhai Patel jointly held with Manish N. Patel	Sudhaben Navinbhai Patel	March 19, 2004	1,000	10.00	10.00	Transfer of equity shares
98.	Mansukhbhai Magia	Sudhaben Navinbhai Patel	March 19, 2004	100	10.00	10.00	Transfer of equity shares
99.	Bherulal Shah jointly held with Gitaben B. Shah	Krupeshbhai Narharibhai Patel	March 19, 2004	2,000	10.00	10.00	Transfer of equity shares
100.	Rajesh Jagdishchandra Shah jointly held with Meena Rajesh Shah	Krupeshbhai Narharibhai Patel	March 19, 2004	600	10.00	10.00	Transfer of equity shares
101.	Mrudula Parikh jointly held with Sharad B. Parikh	Krupeshbhai Narharibhai Patel	March 19, 2004	1,000	10.00	10.00	Transfer of equity shares
102.	Kailashchandra B. Jagetia jointly held with Leelaben K. Jagetia	Niral Krupeshbhai Patel	March 19, 2004	2,000	10.00	10.00	Transfer of equity shares
103.	Rajesh Jagdishchandra Shah jointly held with Meena Rajesh Shah	Niral Krupeshbhai Patel	March 19, 2004	400	10.00	10.00	Transfer of equity shares
104.	Mehandra M. Naik jointly held with Damayanti M. Naik	Niral Krupeshbhai Patel	March 19, 2004	400	10.00	10.00	Transfer of equity shares
105.	Mansukhbhai Magia jointly held with Vipul M. Mangia	Amish Krupeshbhai Patel	March 19, 2004	300	10.00	10.00	Transfer of equity shares
106.	Manisha Patel jointly held with Manoj B. Dave	Amish Krupeshbhai Patel	March 19, 2004	1,500	10.00	10.00	Transfer of equity shares
107.	Ila M. Dave	Amish Krupeshbhai Patel	March 19, 2004	1,000	10.00	10.00	Transfer of equity shares
108.	Jatin Rashikbhai Patel jointly held with Ila Manoj Dave	Tanmay Surendrabhai Patel	March 19, 2004	1,500	10.00	10.00	Transfer of equity shares
109.	Damayanti Naik jointly held with Hetal M. Naik	Tanmay Surendrabhai Patel	March 19, 2004	1,000	10.00	10.00	Transfer of equity shares
110.	Priti Desai jointly held with Damayanti M. Naik	Tanmay Surendrabhai Patel	March 19, 2004	1,000	10.00	10.00	Transfer of equity shares
111.	Hetal Naik jointly held with Damayanti M. Naik	Lalitaben Narharibhai Patel	March 19, 2004	1,000	10.00	10.00	Transfer of equity shares
112.	Mahendra M. Naik jointly held with Damayanti M. Naik	Lalitaben Narharibhai Patel	March 19, 2004	100	10.00	10.00	Transfer of equity shares
113.	Lalitaben N. Patel	Amod Stampings Private Limited	March 19, 2004	10	10.00	10.00	Transfer of equity shares
114.	Patel Lakhaamshi R. J/H Patel Chetna L.	Navinbhai Natubhai Patel	April 28, 2004	490	75.00	10.00	Transfer of equity shares

Sr. No.	Name of the Transferor	Name of the Transferee	Date of transfer of Equity Shares	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
115.	Patel Lakhamshi R. J/H Patel Chetna L.	Sudhaben Navinbhai Patel	April 28, 2004	490	75.00	10.00	Transfer of equity shares
116.	Patel Lakhamshi R. J/H Patel Chetna L.	Krupeshbhai Narharibhai Patel	April 28, 2004	400	75.00	10.00	Transfer of equity shares
117.	Patel Lakhamshi R. J/H Patel Chetna L.	Niral Krupeshbhai Patel	April 28, 2004	290	75.00	10.00	Transfer of equity shares
118.	Patel Lakhamshi R. J/H Patel Chetna L.	Amish Krupeshbhai Patel	April 28, 2004	290	75.00	10.00	Transfer of equity shares
119.	Patel Lakhamshi R. J/H Patel Chetna L.	Tanmay Surendrabhai Patel	April 28, 2004	370	75.00	10.00	Transfer of equity shares
120.	Patel Lakhamshi R. J/H Patel Chetna L.	Lalitaben Narharibhai Patel	April 28, 2004	120	75.00	10.00	Transfer of equity shares
121.	Krupeshbhai Narharibhai Patel	Devsmita P. Patel	January 8, 2009	1	100.00	10.00	Transfer of equity shares
122.	Krupeshbhai Narharibhai Patel	Dhvani P. Patel	January 8, 2009	1	100.00	10.00	Transfer of equity shares
123.	Krupeshbhai Narharibhai Patel	Priyani P. Patel	January 8, 2009	1	100.00	10.00	Transfer of equity shares
124.	Krupeshbhai Narharibhai Patel	Shivangini P. Patel	January 8, 2009	1	100.00	10.00	Transfer of equity shares
125.	Chhaya S. Shah J/h Samir K. Shah	Harendra G Shah J/h Priti H. Shah J/h Hemang H Shah	January 25, 2010	250	100.00	10.00	Transfer of equity shares
126.	Navinbhai Natubhai Patel	Krupeshbhai Narharibhai Patel	September 21, 2017	32,903	-	10.00	Transfer of equity shares pursuant to gift
127.	Navinbhai N. Patel	Niral Krupeshbhai Patel	September 21, 2017	32,079	-	10.00	Transfer of equity shares pursuant to gift
128.	Lalitaben N. Patel	Niral Krupeshbhai Patel	September 21, 2017	21,363	-	10.00	Transfer of equity shares pursuant to gift
129.	Navinbhai N. Patel	Amish Krupeshbhai Patel	September 21, 2017	3,968	-	10.00	Transfer of equity shares pursuant to gift
130.	Sudhaben N. Patel	Amish Krupeshbhai Patel	September 21, 2017	4,252	-	10.00	Transfer of equity shares pursuant to gift
131.	Varshaben S. Patel	Amish Krupeshbhai Patel	September 21, 2017	41,879	-	10.00	Transfer of equity shares pursuant to gift
132.	Sudhaben Natubhai Patel	Smitaben Krupeshbhai Patel	September 21, 2017	64,698	-	10.00	Transfer of equity shares pursuant to gift
133.	Amod Stamping Private Limited	Atlanta UHV Transformer LLP	April 30, 2019	10	50.00	10.00	Transfer of equity shares
134.	Harold Bonavinture D'Silva	Jignesh Suryakant Patel	July 1, 2022	277,500	66.00	10.00	Transfer of equity shares
135.	Febtech Fabricators Private Limited	Atlanta UHV Transformer LLP	August 16, 2022	115,000	80.00	10.00	Transfer of equity shares
136.	Harshadbhai Amritlal Mehta	Atlanta UHV Transformer LLP	August 16, 2022	590,000	80.00	10.00	Transfer of equity shares
137.	Priti Harendra Shah J/H Hemang Harendra Shah	Priti Harendra Shah J/H Nimish Harendra Shah	August 16, 2022	321,500	-	10.00	Transfer of equity shares pursuant to gift

Sr. No.	Name of the Transferor	Name of the Transferee	Date of transfer of Equity Shares	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
138.	Priti Harendra Shah J/H Hemang Harendra Shah	Atlanta UHV Transformer LLP	August 16, 2022	160,750	80.00	10.00	Transfer of equity shares
139.	Priti Harendra Shah J/H Nimish Harendra Shah	Atlanta UHV Transformer LLP	August 16, 2022	160,750	80.00	10.00	Transfer of equity shares
140.	Hemang Harendra Shah J/H Shital H. Shah	Atlanta UHV Transformer LLP	August 16, 2022	17,000	80.00	10.00	Transfer of equity shares
141.	Nimish Harendra Shah J/H Ami N. Shah J/H Megh N. Shah	Atlanta UHV Transformer LLP	August 16, 2022	46,500	80.00	10.00	Transfer of equity shares
142.	Krupeshbhai N. Patel HUF	Smitaben Krupeshbhai Patel	September 26, 2024	207,625	-	10.00	Transfer of equity shares
143.	Krupeshbhai N. Patel HUF	Krupeshbhai Narharibhai Patel	September 26, 2024	207,625	-	10.00	Transfer of equity shares
144.	Krupeshbhai N. Patel HUF	Niral Krupeshbhai Patel	September 26, 2024	207,625	-	10.00	Transfer of equity shares
145.	Krupeshbhai N. Patel HUF	Amish Krupeshbhai Patel	September 26, 2024	207,625	-	10.00	Transfer of equity shares
146.	Narharibhai S. Patel HUF	Krupeshbhai Narharibhai Patel	September 26, 2024	849,667	-	10.00	Transfer of equity shares
147.	Narharibhai S. Patel HUF	Varshaben S. Patel	September 26, 2024	424,833	-	10.00	Transfer of equity shares
148.	Surendrabhai N. Patel HUF	Tanmay Surendrabhai Patel	September 26, 2024	1,272,500	-	10.00	Transfer of equity shares
149.	Krupeshbhai Narharibhai Patel	Lalitaben Narharibhai Patel	September 26, 2024	1,057,292	-	10.00	Transfer of equity shares pursuant to gift
150.	Niral Krupeshbhai Patel	Lalitaben Narharibhai Patel	September 26, 2024	207,625	-	10.00	Transfer of equity shares pursuant to gift
151.	Amish Krupeshbhai Patel	Lalitaben Narharibhai Patel	September 26, 2024	207,625	-	10.00	Transfer of equity shares pursuant to gift
152.	Tanmay Surendrabhai Patel	Lalitaben Narharibhai Patel	September 26, 2024	1,272,500	-	10.00	Transfer of equity shares pursuant to gift
153.	Pooja Niral Patel	Lalitaben Narharibhai Patel	September 26, 2024	496,964	-	10.00	Transfer of equity shares pursuant to gift
154.	Chaitali Tanmay Patel	Lalitaben Narharibhai Patel	September 26, 2004	496,963	-	10.00	Transfer of equity shares pursuant to gift
155.	Ripa Amish Patel	Lalitaben Narharibhai Patel	September 26, 2024	496,963	-	10.00	Transfer of equity shares pursuant to gift
156.	Varshaben S. Patel	Lalitaben Narharibhai Patel	September 26, 2024	992,053	-	10.00	Transfer of equity shares pursuant to gift
157.	Smitaben K. Patel	Lalitaben Narharibhai Patel	September 26, 2024	1,482,625	-	10.00	Transfer of equity shares pursuant to gift
158.	Devsmita P. Patel	Jignesh Suryakant Patel	September 26, 2024	10	-	10.00	Transfer of equity shares pursuant to gift
159.	Dhvani P. Patel	Jignesh Suryakant Patel	September 26, 2024	10	-	10.00	Transfer of equity shares pursuant to gift

Sr. No.	Name of the Transferor	Name of the Transferee	Date of transfer of Equity Shares	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Face value per Equity Share (in ₹)	Nature of transaction
160.	Priyani P. Patel	Jignesh Suryakant Patel	September 26, 2024	10	-	10.00	Transfer of equity shares pursuant to gift
161.	Shivangini P. Patel	Jignesh Suryakant Patel	September 26, 2024	10	-	10.00	Transfer of equity shares pursuant to gift

14. There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors, or any of their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

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

16. 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. The Equity Shares to be issued or transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.

17. All the Equity Shares held by our Promoters are in dematerialised form as on the date of this Draft Red Herring Prospectus.

18. None of the BRLMs and their respective associates (as defined under the SEBI (Merchant Bankers) Regulations, 1992) hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus. The Book Running Lead Managers and their associates may engage in the transactions with and perform services for our Company in the ordinary course of business and have engaged or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

19. None of our Promoters or Shareholders are directly/indirectly related to the BRLMs and any associates of the BRLMs.

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

21. No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

22. Except for the allotment of Equity Shares pursuant to the Fresh Issue and Pre-IPO Placement aggregating up to ₹ 800.00 million, there will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

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

24. Neither the (i) 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 associates of the BRLMs or AIFs sponsored by entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs); nor (ii) any person related to the Promoter or Promoter Group shall apply in the Offer under the Anchor Investor Portion. Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) 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 (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

25. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

26. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

27. Except for the Offer for Sale by the Promoter Selling Shareholders, our Promoters and the members of the Promoter Group shall not participate in the Offer nor receive any proceeds from the Offer.

28. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹0.50 million), shall be added to the Net Offer.

SECTION IV - PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale. The Fresh Issue comprises of up to [●] Equity Shares aggregating up to ₹ 4,000.00 million to be issued by our Company and the Offer for Sale comprises of up to 3,810,895 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. For details, see "*Summary of the Offer Document*" and "*The Offer*" on pages 18 and 58, respectively.

Offer for Sale

The Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their proportion of Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details of the Offer for Sale, please see "*The Offer*" and "*Other Regulatory and Statutory Disclosures*" on pages 58 and 347, respectively.

Fresh Issue

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

1. Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company;

2. Funding working capital requirements of our Company; and

3. General corporate purposes.

(collectively, the '**Objects**")

In addition to the above Objects, we expect to receive the benefits of listing of the Equity Shares on the Stock Exchanges, and creation of a public market for our Equity Shares in India.

The main objects and 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 other activities set out therein; (ii) to undertake the activities proposed to be funded from the Net Proceeds; and (iii) the activities towards which the loans proposed to be repaid/ prepaid from the Net Proceeds were utilized.

Net Proceeds

The details of the Net Proceeds of the Fresh Issue are set out below:

Particulars	Amount (₹ million)
Gross Proceeds of the Fresh Issue*	4,000.00
(*Less*) Offer-related expenses in relation to the Fresh Issue[(1)]	[●]
Net Proceeds[(2)]	**[●]**

[*]Subject to finalisation of basis of allotment, our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement of specified securities as may be permitted under applicable law for an amount aggregating up to ₹ 800.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre- IPO Placement will be reduced from the general corporate purposes portion of the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

[(1)]See "–Offer Related Expenses" on page 121.

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

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:

Particulars	**Estimated amount** (*₹ million*)
Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	791.20
Funding working capital requirements of our Company	2,100.00
General corporate purposes[(1)(2)]	[●]
Net Proceeds	**[●]**

[(1)]The amount to be utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

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

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds, as set forth in the table below:

Particulars	Estimated utilization from Net Proceeds	Estimated schedule of deployment of Net Proceeds	
		Financial Year 2026	Financial Year 2027
	(₹ *million*)		
Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	791.20	791.20	-
Funding working capital requirements of our Company	2,100.00	1,180.00	920.00
General corporate purposes[(1)]	[●]	[●]	[●]
Total	**[●]**	**[●]**	**[●]**

[(1)]The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The above fund requirements are based on our current business plan, management estimates, other commercial and technical factors including interest rates and other charges, and the financing and other agreements entered into by our Company, which are subject to change in the future and have not been appraised by any agency. These are based on current conditions and are subject to revisions in light of changes in costs, our financial condition, our business operations or growth strategy or external circumstances which may not be in our control.

Subject to applicable law, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilization towards any of the stated objects is lower than the proposed deployment, the balance remaining may be utilized towards future growth opportunities, and/or towards funding any other purpose, and/or general corporate purposes, subject to applicable laws to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations and in compliance with the objectives as set out under "—*Details of the Objects — General corporate purposes* below and will be consistent with the requirements of our business. The estimated schedule of deployment of Net Proceeds is indicative and our management may vary the amount to be utilized in a particular Financial Year at its discretion.

For further information on factors that may affect our internal management estimates, see "*Risk Factors – The Objects of the Offer for which funds are being raised have not been appraised by any bank or financial institution. Any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations*" on page 47.

Means of finance

The fund requirements for the Objects are proposed to be met from the Net Proceeds and our internal accruals. Accordingly, we confirm that 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 through the Fresh Issue as required under Regulation 7(1)(e) the SEBI ICDR Regulations.

Details of the Objects

1. ***Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company***

Our Company has entered into various borrowing arrangements, including borrowings in the form of terms loans and various fund based and non-fund based working capital facilities. As on January 20, 2025, we had outstanding borrowings of ₹ 791.20 million on a consolidated basis. For further details, see "*Financial Indebtedness*" on page 334.

Our Company intends to utilize an aggregate amount of ₹ 791.20 million from the Net Proceeds towards repayment/ prepayment of all or a portion of certain outstanding borrowings availed by our Company. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds, as per the requirements of the Company. If the Net Proceeds are insufficient for making payments for such pre-payment penalties or premiums or interest, such excessive amount shall be met from our internal accruals of our Company. Given the nature of the borrowings and the terms of repayment/ prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment. We believe that such repayment or prepayment or redemption will help reduce our outstanding indebtedness on a consolidated basis and debt servicing costs and enable utilization of the internal accruals for further investment towards business growth and expansion.

In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities. The selection of borrowings proposed to be prepaid or repaid or redeemed amongst our borrowing arrangements will be based on various factors, including (i) maturity profile and the remaining tenor of the loan; (ii) cost of the borrowing, including applicable interest rates; (iii) any conditions attached to the borrowings, restricting our ability to prepay/

repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, or relating to the terms of repayment; (iv) levy of any prepayment penalties and the quantum thereof; (v) provisions of any laws, rules and regulations governing such borrowings; and (vi) other commercial considerations including, among others, the amount of the loan outstanding.

Further, our Company may also avail additional borrowings and/ or draw down further funds under existing borrowing facilities, from time to time, after the date of this Draft Red Herring Prospectus. Accordingly, in case any of the below loans are pre-paid or further drawn-down prior to the filing of the Red Herring Prospectus, we may utilize the Net Proceeds towards repayment and / or pre-payment of such additional indebtedness. In light of the above, if at the time of filing the Red Herring Prospectus, any of the below mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down, then the table below shall be suitably revised to reflect the revised amounts or loans as the case may be which have been availed by our Company.

The following table provides the details of the outstanding amount of borrowings including interest thereon availed by our Company, as on January 20, 2025, which we propose to pre-pay/ repay, in full or in part, along with the accrued interest from the Net Proceeds for an aggregate amount of ₹ 791.20 million:

(*The remainder of this page has intentionally been left blank*)

Sr. No.	Name of the lender	Nature of borrowings	Date of sanction letter/ agreement	Amount sanctioned as at January 20, 2025 (in ₹ million)	Amount outstanding as on January 20, 2025 (in ₹ million)	Purpose for which disbursed loan amount was sanctioned and utilized	Tenor	Interest rate per annum as on January 20, 2025	Prepayment conditions/ penalty, if any	Whether utilized for capital expenditure
1.	Tata Capital Limited	Term loan	December 18, 2024	500.00	331.20	Capital expenditure for setting up of the new facility at Vadod, Gujarat	72 months	10.75%	Nil	Yes
2.	HDFC Bank Limited	Term loan	December 28, 2024	900.00	460.00	Capital expenditure for setting up of the new facility at Vadod, Gujarat	84 months	9.00%	Nil	Yes
Total				**1,400.00**	**791.20**	-	-	-	-	-

As certified by M/s Parikh Shah Chotalia and Associates, with firm registration number 118493W, pursuant to their certificate dated February 4, 2025.

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilisation of loans for the purposes availed, our Company has obtained the requisite certificate dated February 4, 2025, from our Statutory Auditors.

For the purposes of the Offer, we have obtained the necessary consents from the lenders as is required under the relevant loan documentation for undertaking activities in relation to the Offer.

2. ***Funding working capital requirements of our Company***

Our Company operates in the transformer manufacturing industry, which requires substantial working capital to support manufacturing operations, procurement of raw materials, and management of customer payment cycles.

Our Company funds a majority of its working capital requirements in the ordinary course of business from internal accruals and financing availed from banks. For further details of the working capital facilities currently availed by our Company, see "*Financial Indebtedness*" and "*Restated Consolidated Financial Information*" on pages 334 and 254, respectively.

We propose to utilize up to ₹ 1,180.00 million and ₹ 920.00 million from the Net Proceeds towards incremental working capital requirements for Fiscal 2026 and Fiscal 2027. This aligns with our strategic expansion through the Vadod Facility and projected business growth. The Board of Directors, in its meeting dated February 4, 2025, approved the allocation of ₹ 2,100.00 million for this purpose.

The increased working capital requirement is primarily attributable to:

1. Capacity expansion: The commissioning of our Vadod Facility will increase our installed capacity from 16,740 MVA to 47,280 MVA, representing 182.44% increase in manufacturing capabilities.

2. Increased operational scale: The enhanced capacity will enable our Company to increase its revenue from operations. This expansion will require additional working capital to fund raw materials, maintain larger inventories and provide extended credit terms to support expanding customer relationships.

3. Payments to creditors: To secure better terms from suppliers and enhance relationships, we intend to reduce the payment cycle for our creditors leading to improved supplier terms, discounts and reduced input costs over time.

4. Higher operational costs: Increased operational costs including labour, overheads and procurement of specialized components necessitate additional working capital.

Basis of estimation of working capital requirements

The details of the working capital requirements of our Company as at September 30, 2024 and as at March 31, 2024, 2023 and 2022 and the funding pattern for such periods, based on our audited standalone financial statements, are set out in the table below:

(*in ₹ million*)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current Assets				
Inventories	1,915.08	2,388.54	1,869.23	1,223.52
Trade receivables	2,614.35	1,797.80	2,601.23	1,995.36
Other financial assets	53.30	148.36	66.87	107.34
Other Current Assets	50.53	42.08	29.66	60.40
Total Current Assets (A)	**4,633.26**	**4,376.78**	**4,566.99**	**3,386.62**
Current Liabilities				
Lease liabilities	19.75	1.01	9.57	9.04
Trade payable	2,362.32	2,383.22	2,793.63	2,347.13
Other financial liabilities	131.37	35.16	24.01	28.12
Other current liabilities	246.26	206.62	225.23	107.16
Provisions	6.51	5.79	4.37	2.24
Current Tax Liabilities (Net)	144.18	102.35	93.03	42.52
Total Current Liabilities (B)	**2,910.39**	**2,734.15**	**3,149.84**	**2,536.21**
Total Net Working Capital Requirements* (A) – (B)	1,722.88	1,642.63	1,417.15	850.42
Existing Funding Pattern				

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
A. Loan / borrowings from banks	867.22	447.27	664.96	660.05
B. Internal accruals and equity	855.66	1,195.36	752.19	190.37
Total	**1,722.88**	**1,642.63**	**1,417.15**	**850.42**

**Total working capital requirement = Current Assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) – Current Liabilities (excluding current borrowings).*
As certified by M/s Parikh Shah Chotalia and Associates, with firm registration number 118493W, pursuant to their certificate dated February 4, 2025.

The details of the estimated working capital requirements of our Company for the Financial Years 2025, 2026 and 2027, based on our audited standalone financial statements, are as set out in the table below:

(*in ₹ million*)

Particulars	Estimated amount as at March 31, 2025	Estimated amount as at March 31, 2026	Estimated amount as at March 31, 2027
Current Assets			
Inventories	2,801.40	3,503.32	4,379.18
Trade receivables	3,082.19	4,393.66	5,492.07
Other financial assets	174.62	223.52	279.40
Other Current Assets	74.58	95.46	119.32
Total Current Assets (A)	**6,132.79**	**8,215.95**	**10,269.97**
Current Liabilities			
Lease liabilities	19.75	14.75	9.75
Trade payable	3,098.62	3,875.01	4,843.80
Other financial liabilities	34.06	42.60	53.25
Other current liabilities	277.99	355.83	444.78
Provisions	6.36	8.14	10.17
Current Tax Liabilities (Net)	121.83	155.94	194.93
Total Current Liabilities (B)	**3,558.61**	**4,452.26**	**5,556.68**
Total Net Working Capital Requirements (A) – (B)*	**2,574.18**	**3,763.69**	**4,713.29**
Funding Pattern			
A. Loan / borrowings from banks	1,000.00	1,000.00	1,000.00
B. Proceeds from the Fresh Issue	-	1,180.00	2,100.00**
C. Internal accruals and equity	1,574.18	1,583.69	1,613.29
Total	**2,574.18**	**3,763.69**	**4,713.29**

**Total working capital requirement = Current Assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) – Current Liabilities (excluding current borrowings).*
***Cumulative amount for Financial Years ended March 31, 2026 and March 31, 2027.*
As certified by M/s Parikh Shah Chotalia and Associates, with firm registration number 118493W, pursuant to their certificate dated February 4, 2025.

Holding levels

The following table sets forth the details of the holding period levels (days) considered:

Sr. No.	Particulars	Holding level (No. of days)*						
		As of March 31, 2022 (Actual)	As of March 31, 2023 (Actual)	As of March 31, 2024 (Actual)	For the six-month period ended September 30, 2024 (Actual)	As of March 31, 2025 (Estimated)	As of March 31, 2025 (Estimated)	As of March 31, 2027 (Estimated)
1.	Inventory days(1)	95	107	137	81	113	113	113
2.	Trade receivables days(2)	116	109	76	83	90	100	100
3	Other Financial Assets(3)	6	3	6	2	5	5	5
4.	Other current Assets(4)	4	1	2	2	2	2	2

Sr. No.	Particulars	Holding level (No. of days)*						
		As of March 31, 2022 (Actual)	As of March 31, 2023 (Actual)	As of March 31, 2024 (Actual)	For the six-month period ended September 30, 2024 (Actual)	As of March 31, 2025 (Estimated)	As of March 31, 2025 (Estimated)	As of March 31, 2027 (Estimated)
5.	Trade payables Days(5)	182	160	137	100	125	125	125
6.	Other financial liabilities(6)	2	1	1	4	1	1	1
7	Other current liabilities(7)	6	9	9	8	8	8	8

As certified by M/s Parikh Shah Chotalia and Associates, with firm registration number 118493W, pursuant to their certificate dated February 4, 2025.
**Numbers working days have been calculated based on the projections made by Company for Fiscal 2025, 2026 and 2027*
(1)Inventory days means (closing inventory / cost of goods sold) 365 or 180 for six months (as the case may be)*
(2 Trade receivables days means (trade receivable / revenue from operations) 365 or 180 for six months (as the case may be).*
(3)Other financial asset days means (other financial assets / revenue from operations) 365 or 180 for six months (as the case may be).*
(4)Other current assets means (other current assets) / revenue from operations 365 or 180 for six months (as the case may be).*
(5)Trade payable days means (trade payable/ cost of goods sold^) 365 or 180 for six months (as the case may be).*
*(6)Other financial liabilities means (other financial liabilities / revenue from operations) * 365 or 180 for six months (as the case may be).*
*(7)Other current liabilities means (other current liabilities / revenue from operations) * 365 or 180 for six months (as the case may be).*

Assumptions and justifications for Holding Period Levels

Particulars	Assumptions and Justifications
Inventory days	The increase in inventory days during Fiscal 2024 (137 days) was primarily due to bulk procurement of raw materials at favorable terms to secure supply chain stability, we had higher WIP as we executed larger orders. As we transition to higher-capacity transformers, the manufacturing cycle will extend, requiring larger raw material inventories and longer holding periods. From Fiscal 2025 onwards, inventory days are expected to stabilize at 113 days, reflecting the average of the last three fiscals, while incorporating efficiency improvements to the extent possible.
Trade receivables days	The increase in trade receivables days (83 days for the six-month period ended September 30, 2024) was due to extended credit terms offered to customers to support business expansion. As we shift towards larger-capacity transformers and look to expanding our sales, the ticket size of orders is expected to increase, leading to longer production and delivery cycles. Higher-value contracts, particularly in the infrastructure and power sectors, often come with longer payment cycles, which will result in receivable days increasing to 100 days from Fiscal 2026 onwards.
Other Financial Assets & Other Current Assets	The fluctuations in past fiscals were primarily due to variations in margin money deposits, accrued interest, and other receivables. These are expected to stabilize at historical averages.
Trade payable days	Trade payable days declined from 182 days (Fiscal 2022) to 100 days (six-month period ended September 30, 2024) due to faster supplier payments and improved liquidity. Going forward, we will balance supplier repayments with securing better credit terms, particularly for key raw materials like copper, steel, and insulation components. With liquidity optimization and supplier negotiations, we expect trade payable days to stabilize at 125 days, ensuring a working capital cycle that will allow us flexibility as we expand our operations.
Other Financial Liabilities & Other Current Liabilities	Fluctuations in these accounts have primarily been due to timing of statutory payments and payments to capital expenditure creditors. Future expectations remain stable.

Pursuant to a certificate dated February 4, 2025, M/s Parikh Shah Chotalia and Associates, have certified the working capital requirements and working capital estimates, respectively, of our Company, as approved by the Board pursuant to its resolution dated February 4, 2025. See "*Material Contracts and Documents for Inspection – Material documents*" on page 414.

3. ***General corporate purposes***

Our Company proposes to deploy the balance Net Proceeds aggregating up to ₹[●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilize Net Proceeds include marketing expense requirements, strengthening marketing capabilities and brand building exercises, funding growth opportunities, meeting corporate contingencies and expenses incurred in ordinary course of business, strategic and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with applicable laws. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company and other relevant considerations, from time to time. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilizing surplus amounts, if any. In addition to the above, our Company may utilize the balance Net Proceeds towards any other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law. However, usage of funds will be as disclosed in the Objects of the Offer and any spill over from the intended Objects of the Offer to the general corporate purposes will not be carried out by the Company.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of this Offer include, among others, listing fees, underwriting commission (if any), selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsel, fees payable to the Registrar to the Offer, Escrow Collection Bank and Sponsor Bank to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for (a) listing fees, (b) audit fees of the statutory auditors, and (c) expenses for corporate advertisements and branding of the Company undertaken in the ordinary course of business by the Company, i.e. any corporate advertisements consistent with past practices of the Company and not including expenses relating to marketing and advertisements undertaken in connection with the Offer which will be borne by the Company, all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer including, inter-alia, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies and any other governmental authority, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the legal counsel to the Company and the Indian and international legal counsel to the BRLMs, fees and expenses of our Statutory Auditors, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and expenses of the BRLMs, Syndicate Members, Self-Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne by the Company and each of the Selling Shareholders in proportion to the number of Equity Shares issued and/or transferred by the Company and each of the Selling Shareholders in the Offer, respectively, except as may be prescribed by the SEBI or any other regulatory authority.

The estimated Offer expenses are as follows:

Activity	Estimated expenses* (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees and commissions payable to the BRLMs (including any underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Offer. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(1)	[●]	[●]	[●]
Printing and distribution of Offer stationery	[●]	[●]	[●]
Others	[●]	[●]	[●]
A. Regulatory filing fees, book building software fees, listing fees etc.	[●]	[●]	[●]
B. Fee payable to statutory auditor, namely M/s Parikh Shah Chotalia and Associates	[●]	[●]	[●]
C. Fees payable to other intermediaries	[●]	[●]	[●]
D. Fee payable to legal counsels	[●]	[●]	[●]
E. Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	**[●]**	**[●]**	**[●]**

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

(1) The Offer expenses will be incorporated in the Prospectus on finalization of the Offer Price.

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

Portion for RIBs	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the Amount Allotted* (plus applicable taxes)*

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

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE. No additional processing fees shall be payable to the SCSBs on the applications directly procured by them.

(3) No processing fees shall be payable by the Selling Shareholders to the SCSBs on the applications directly procured by them.

Processing / uploading fees payable to the SCSBs on the portion for RIBs, Non-Institutional Bidders and Eligible Employees 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 RIBs	*[●]% of the Amount Allotted* (plus applicable taxes)*

Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the Amount Allotted* (plus applicable taxes)*

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

(4) *Selling commission on the portion for UPI Bidders, Eligible Employees and Non-Institutional Bidders (not using the UPI Mechanism) which are procured by Members of the Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:*

Portion for UPI Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders (not using the UPI Mechanism)	*[●]% of the Amount Allotted* (plus applicable taxes)*

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

The selling commission payable to the Syndicate / Sub-Syndicate Members will be determined 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.

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 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.

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.

(5) *Selling commission/ uploading charges payable to the Registered Brokers on the portion for RIBs procured through UPI Mechanism, Non-Institutional Bidders and Eligible Employees which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:*

*Portion for RIBs**	*₹ [●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹ [●] per valid application (plus applicable taxes)*
Portion for Eligible Employees	*₹ [●] of the Amount Allotted* (plus applicable taxes)*

**Based on valid applications*

(6) *Uploading charges/ Processing fees for applications made by UPI Bidders would be as under:*

Payable to members of the Syndicate (including their Sub-Syndicate Members)/ RTAs / CDPs	*₹ [●] per valid application (plus applicable taxes)*
Payable to Sponsor Banks	*₹ [●] per valid application (plus applicable taxes)* *The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

(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.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular read with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and the SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism).

Interim Use of Funds

Pending utilization of the Net Proceeds for the purposes described above, we undertake to temporarily deposit the funds from the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Loan

Our Company has not raised any bridge loans from any bank or financial institution as of the date of this Draft Red Herring Prospectus, which are required to be repaid from the Net Proceeds.

Monitoring of Utilization of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing the Red Herring Prospectus with RoC, our Company will appoint a Monitoring Agency to monitor the utilization of the Gross Proceeds as the proposed Fresh Issue exceeds ₹ 1,000.00 million. The Monitoring Agency will monitor the utilisation of the Gross Proceeds, and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full and Company shall provide details / information / certifications obtained from statutory auditors on the utilization of the Net Proceeds to the Monitoring Agency. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay.

Our Company will disclose and continue to disclose, the utilisation of the Gross Proceeds, including interim use under a separate head in our balance sheet for such Fiscals as required under applicable law, clearly specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Gross Proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such currently unutilised Gross Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly financial results. 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.

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 utilisation of the proceeds of the Gross Proceeds from the Objects as stated above; and (ii) details of category wise variations in the actual utilisation of the Gross Proceeds from the Objects as stated above. 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 utilised for purposes other than those stated in the Red Herring Prospectus and the Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors of our Company in accordance with Regulation 32(5) of SEBI Listing Regulations.

Variation in Objects of the Offer

In accordance with Sections 13(8) and 27 of the Companies Act and the SEBI ICDR Regulations, our Company shall not vary the objects of the Fresh Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details and be published in accordance with the Companies Act. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Our Promoters and controlling Shareholders, as of the time of such proposed variation, will be required to provide an exit opportunity to the Shareholders who do not agree to the above stated proposal, at a price and in such manner and subject to such conditions as prescribed by SEBI, in this regard.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilized have been appraised by any bank/financial institution.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Offered Shares proposed to be sold in the Offer by the Promoter Selling Shareholder, no part of the Offer Proceeds will be paid to our Promoters, members of the Promoter Group, Group Company, Directors, our Key Managerial Personnel or Senior Management Personnel. Our Company has neither entered into nor has planned to enter into any arrangement/ agreements with our Promoters, members of the Promoter Group, Directors, our Key Managerial Personnel, our Senior Management Personnel or our Group Company in relation to the utilization of the Offer Proceeds. Further, there are no material existing or anticipated interest of such individuals and entities in the Objects of the Offer except as set out above.

There has been no instance of delays, defaults or rescheduling/restructuring in respect of the outstanding borrowings for which the Net Proceeds will be utilized for repayment or prepayment.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares of face value of ₹2 each offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is [●] times the face value of the Equity Shares at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections *"Risk Factors", "Our Business", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 25, 187, 254 and 304, respectively, to have an informed view before making an investment decision.*

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

1. One of the leading manufacturers of power, auto and inverter duty transformers in India, well-positioned to capture the industry tailwinds.

2. Broad and diversified product portfolio with focussed product development tailored to meet the customer requirements.

3. Strong order book coupled with well diversified customer base.

4. Manufacturing capabilities with focus on quality and high level of regulatory compliance and health and safety measures.

5. Experienced management team and qualified personnel with significant industry experience.

6. Track record of profitability and consistent financial performance in an industry with significant entry barriers.

For further details, see "*Our Business – Our Strengths*" on page 191.

Quantitative factors

Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. For further details, see the section "*Restated Consolidated Financial Information*" on page 254.

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

1. **Basic and Diluted Earnings/Loss per Share (EPS), as adjusted for change in capital**

As derived from the Restated Consolidated Financial Information:

Particulars	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Fiscal 2024	8.87	8.87	3
Fiscal 2023	12.22	12.22	2
Fiscal 2022	7.73	7.73	1
Weighted Average	**9.80**	**9.80**	
Six-month period ended September 30, 2024#	7.23	7.23	

#Not annualised.

Notes:

1. *Basic and diluted earnings per equity share (in ₹) are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended). The face value of Equity Shares of the Company is ₹2.*
2. *Earnings per Equity Share (Basic) = Profit after tax after share of profit/(Loss) of Associate/Weighted average number of equity shares outstanding during the period/year.*
3. *Earnings per Equity Share (Diluted) = Profit after tax after share of profit/(Loss) of Associate/weighted average number of dilutive equity shares outstanding during the year/period.*
4. *Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 'Earnings per Share'. The Split of Equity Shares are retrospectively considered for the computation of weighted average number of equity shares outstanding during the period, in accordance with Ind AS 33.*
5. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year /Total of weights.*

2. **Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:**

Particulars	P/E at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)*
Based on Basic EPS for Fiscal 2024	[●]	[●]
Based on Diluted EPS for Fiscal 2024	[●]	[●]

**To be updated on finalisation of the Price Band.*

3. **Industry peer group P/E ratio**

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

	P/E Ratio
Highest	274.26
Lowest	27.51
Average	111.98

Notes:
(1)The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed.
(2)P/E Ratio has been computed based on the closing market price of equity shares on NSE and NSE Emerge on January 31, 2025, as may be applicable divided by the diluted earnings per share for the year ended March 31, 2024.

4. **Average return on Net Worth (RoNW)**

As per the Restated Consolidated Financial Information:

Particulars	RoNW (%)	Weight
Fiscal 2024	27.80%	3
Fiscal 2023	53.05%	2
Fiscal 2022	71.18%	1
Weighted Average	**43.45%**	
Six-months period ended September 30, 2024#	18.25%	

#Not annualised
Notes:
(1) *Return on Net Worth (%) is calculated as Profit after tax after share of profit/(Loss) of Associate year/ period divided by Net worth as at end of the year/period.*
(2) *Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. (Net Worth x Weight) for each year / Total of weights*

5. **Net Asset Value (NAV) per Equity Share**

NAV per Equity Share	Amount (₹)
As at March 31, 2024	31.92
As at September 30, 2024	39.59
After completion of the Offer	
- At the Floor Price	[●]*
- At the Cap Price	[●]*
Offer Price	[●]#

**To be computed after finalisation of the Price Band*
#To be determined on conclusion of the Book Building Process.
Notes:
1. *Net Asset Value per Equity Share = Net worth as restated as at end of the year/ period / number of equity shares outstanding at the end of the year/ period (post-split).*
2. *Net Worth means sum of equity share capital and other equity as of the last day of relevant fiscal.*

6. **Comparison with listed industry peers**

The peer group of our Company has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses in terms of our size, scale and our business model:

Name of the Company	Standalone/ Consolidated	Revenue from operations (in ₹ million)	Face Value per Equity Share (₹)	Closing price as on January 31, 2025	P/E	EPS as on March 31, 2024 (Basic and Diluted) (₹)	RoNW (%)	NAV (₹ per share)
Atlanta Electricals Limited	Consolidated	8,675.53	2.00	NA	NA	8.87	27.80%	31.92
Listed peers								
Voltamp Transformers Limited	Consolidated	16,162.23	10.00	8,358.15	27.51	303.80	22.71%	1,337.94
Transformers and Rectifiers India Limited	Consolidated	12,946.76	1.00	888.60	274.26	3.24	8.48%	38.89
Danish Power Limited	Consolidated	3,324.76	10.00	889.45	34.16	26.04	46.36%	510.36

All the financial information for listed industry peer mentioned above is on a consolidated basis and is sourced from the annual audited financial statements for the year ended March 31, 2024 except for Danish Power Limited whose information has been sourced from restated financial information as at and for the financial year ended March 31, 2024 included in the prospectus dated October 25, 2024 filed with SEBI.
Source for Atlanta Electricals Limited: Based on the Restated Consolidated Financial Information.

Notes for Listed peers:

1. Basic EPS and Diluted EPS refer to the Basic EPS and Diluted EPS sourced from the financial statements of the respective company.

2. Return on net worth % is calculated as Profit for the year/period attributable to Owners of the respective company as a percentage of Net Worth of the respective company. Net worth of the Company represents the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

3. Net asset value per equity share means Net Worth divided by outstanding number of equity shares as at the end of the financial year/period. Net worth of the Company means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

4. P/E figures for the peer are computed based on closing market price as of January 31, 2025 on the National Stock Exchange of India Limited and NSE Emerge as may be relevant divided by diluted EPS

For further details of non-GAAP measures, see the section "*Other Financial Information*" on page 303, to have a more informed view.

Key Performance Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated February 4, 2025 and the Audit Committee has confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus have been disclosed in this section. Further, the KPIs herein have been certified by our Statutory Auditors pursuant to a certificate dated February 4, 2025. This certificate has been designated as a material document for inspection in connection with the Offer. See "*Material Contracts and Documents for Inspection*" on page 414.

The KPIs that have been consistently used by the management to analyse, track and monitor the operational and financial performance of the Company, which have been consequently identified as relevant and material KPIs and are disclosed in this "Basis for Offer Price" section.

In addition to the above, the Audit Committee also noted that other than the below mentioned KPIs, there are certain items/ metrics which have been included in the business description, management discussion and analysis or financials in this DRHP but these are not considered to be a performance indicator or deemed to have a bearing on the determination of Offer Price. For details, see "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Consolidated Financial Information*" on pages 187, 304 and 254, respectively.

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, 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 Offer Proceeds as per the disclosure made in the section "Objects of the Offer" starting on page 84 of this Draft Red Herring Prospectus, whichever is later, or for such other duration as required under the SEBI ICDR Regulations.

Key performance indicators:

Our Company considers the following key performance indicators ("**KPI**") to have a bearing for arriving at the basis for the Offer Price. The table below also sets forth KPIs as at/ for the six months period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(*in ₹ million, unless otherwise stated*)

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations	5,701.41	8,675.53	8,738.83	6,256.62
Growth in Revenue from Operations (%)	N.A.	(0.72%)	39.67%	N.A.
EBITDA	871.24	1,231.58	1,431.15	893.56
EBITDA Margin (%)	15.28%	14.20%	16.38%	14.28%
Profit after tax	517.28	635.21	874.73	553.03
PAT Margin (%)	9.07%	7.32%	10.01%	8.84%
RoE (%)	18.25%*	27.80%	53.05%	71.18%
RoCE (%)	22.62%*	42.34%	57.99%	55.02%
Net Working Capital	1,722.82	1,614.01	1,387.81	824.98
Net Working Capital Days (days)	54	68	58	48

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Order book	12,833.21	12,713.80	5,340.62	3,164.60
Order book break-up				
Orders from government and public sector entities	9,417.95	9,375.23	3,306.68	2,743.95
Private sector entities	3,415.26	3,338.57	2,033.94	420.65

**Not annualized*

Notes:

1. *Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant period/year less Revenue from operations of the preceding period/year, divided by Revenue from operations of the preceding period/year*
2. *EBITDA is calculated as Profit/(loss) before tax for the period/year add finance cost, depreciation and amortisation expenses*
3. *EBITDA Margin is calculated as EBITDA divided by Revenue from operations*
4. *Profit after tax is Profit after tax after share of profit/(Loss) of Associate as reported in the Restated Consolidated Financial Information*
5. *PAT Margin is calculated as Profit after tax after share of profit/(Loss) of Associate divided by Revenue from Operations*
6. *Return on Equity is calculated as Profit after tax after share of profit/(Loss) of Associate divided by Net Worth. Net worth has been defined means the aggregate value of the paid-up share capital and other equity*
7. *Return on Capital Employed is calculated as EBIT divided by Capital employed. EBIT is calculated as Profit/(loss) before tax for the period/year as increased by finance cost. Capital employed is defined as total debt (Long Term borrowings + Short Term borrowings) plus Net Worth as on the last date of the reporting period.*
8. *Net Working capital is calculated as difference between current assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) and current liabilities (excluding current borrowings).*
9. *Net working capital days have been calculated as Net working capital divided by revenue from operations * 365 or 180 days as the case may be.*

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 presented above, 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. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. 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, profitability 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 GAAP measures and to not rely on any single financial or operational metric to evaluate our business.

Explanation for the KPI metrics

Sr. No.	KPI	Explanation
1	Revenue from Operations (in ₹ million)	Revenue from Operations is used by the Company to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business.
2	Growth in Revenue from Operation (%)	Measures the year-on-year annual change in revenue generated from operations. This helps track the progress of the company and gauge market demand and trends.
3	EBITDA	EBITDA provides information regarding the operational efficiency of the business.
4	EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
5	PAT	Profit after tax provides information regarding the overall profitability of the business.
6	PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
7	RoE (%)	RoE provides how efficiently our Company generates profits from shareholders 'funds.
8	ROCE (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
10	Net Working Capital	Net Working Capital Days measures the liquidity and reflects the efficiency of managing short term assets and liabilities.
11	Net Working Capital Days	Net Working Capital Days measures the number of days it takes for our Company to convert its working capital into revenue. It reflects the efficiency of managing short-term assets and liabilities.
12	Order book	Order book represents the estimated contract value of ongoing projects as of such date reduced by the value of the work executed by until such date.

Comparison of its KPIs with Listed Industry Peer

Comparison of our Company's KPIs for the six months period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 with listed industry peer:

Comparison of KPIs for the six months ended September 30, 2024 with listed industry peers

(Rs. in million, unless otherwise stated)

Particulars	For Six months ended September 30, 2024			
	Atlanta Electricals Limited	Voltamp Transformers Limited	Transformers & Rectifiers Limited	Danish Power Limited
Revenue from operations	5701.41	8,258.93	7,835.40	1,633.83
Growth in Revenue from Operations (%)	N.A.	N.A.	N.A.	N.A.
EBITDA	871.24	2,116.14	1,271.00	320.06
EBITDA Margin (%)	15.28%	25.62%	15.91%	19.59%
Profit after tax	517.28	1,551.85	668.90	207.26
PAT Margin (%)	9.07%	18.79%	8.37%	12.69%
ROE (%)	18.25%	10.95%	6.06%	20.10%
ROCE (%)	22.62%	14.47%	8.46%	21.73%
Net Working Capital	1,722.82	3,753.50	10,514.60	638.55
Net Working Capital (days)	54	82	242	70
Order book	12,833.21	N.A.	35,000.00	3,712.57
Order book break-up				
Orders from government and public sector entities	9417.95	N.A.	19,950.00	N.A.
Private sector entities	3,415.26	N.A.	15,050.00	N.A.

Comparison of KPIs for the Fiscal 2024 with listed industry peers

(Rs. in million, unless otherwise stated)

Particulars	For the Fiscal 2024			
	Atlanta Electricals Limited	Voltamp Transformers Limited	Transformers & Rectifiers Limited	Danish Power Limited
Revenue from operations	8,675.53	16,162.23	12,946.76	3,324.77
Growth in Revenue from Operations (%)	-0.72%	16.69%	-7.26%	76.19%
EBITDA	1231.58	3,223.44	1,341.09	537.13
EBITDA Margin (%)	14.20	19.94%	10.36%	16.16%
Profit after tax	635.21	3,073.61	470.05	380.74
PAT Margin (%)	7.32%	19.02%	3.63%	11.45%
ROE (%)	27.80%	22.71%	8.03%	60.35%
ROCE (%)	42.34%	29.55%	14.07%	56.98%
Net Working Capital	1,614.01	3,693.47	6,246.27	399.65
Net Working Capital (days)	68	83	176	44
Order book	12,713.80	N.A.	25,820.00	N.A.
Order book break-up				N.A.
Orders from government and public sector entities	9375.23	N.A.	18,590.40	N.A.
Private sector entities	3,338.57	N.A.	7,229.60	N.A.

Comparison of KPIs for the Fiscal 2023 with listed industry peers

(Rs. in million, unless otherwise stated)

Particulars	For Fiscal 2023			
	Atlanta Electricals Limited	Voltamp Transformers Limited	Transformers & Rectifiers Limited	Danish Power Limited
Revenue from operations	8,738.83	13,851.04	13,959.70	1,887.01
Growth in Revenue from Operations (%)	39.67%	22.88%	20.16%	26.96%
EBITDA	1431.15	2,308.74	1,208.76	148.66
EBITDA Margin (%)	16.38%	16.67%	8.66%	7.88%
Profit after tax	874.73	1,999.43	423.45	85.71

Particulars	For Fiscal 2023			
	Atlanta Electricals Limited	Voltamp Transformers Limited	Transformers & Rectifiers Limited	Danish Power Limited
PAT Margin (%)	10.01%	14.44%	3.03%	4.54%
ROE (%)	53.05%	18.06%	10.34%	21.55%
ROCE (%)	57.99%	23.60%	14.38%	23.90%
Net Working Capital	1,387.81	3,799.09	5,248.23	211.50
Net Working Capital (days)	58	100	137	41
Order book	5,340.62	8,406.60	17,730.00	N.A.
Order book break-up				
Orders from government and public sector entities	3306.68	N.A.	N.A.	N.A.
Private sector entities	2,033.94	N.A.	N.A.	N.A.

Comparison of KPIs for the Fiscal 2022 with listed industry peers

(Rs. in million, unless otherwise stated)

Particulars	For Fiscal 2022			
	Atlanta Electricals Limited	Voltamp Transformers Limited	Transformers & Rectifiers Limited	Danish Power Limited
Revenue from operations	6,256.62	11,272.09	11,617.46	1,486.34
Growth in Revenue from Operations (%)	N.A.	N.A.	N.A.	N.A.
EBITDA	893.56	1,389.86	740.69	96.83
EBITDA Margin (%)	14.28%	12.33%	6.38%	6.51%
Profit after tax	553.03	1,328.38	142.8	52.49
PAT Margin (%)	8.84%	11.78%	1.23%	3.53%
ROE (%)	71.18%	14.10%	3.92%	15.97%
ROCE (%)	55.02%	18.47%	9.74%	14.73%
Net Working Capital	824.98	3,868.91	4,586.63	362.26
Net Working Capital (days)	48	125	145	89
Order book	3,164.60	N.A.	1,148.00	N.A.
Order book break-up				N.A.
Orders from government and public sector entities	2743.95	N.A.	N.A.	N.A.
Private sector entities	420.65	N.A.	N.A.	N.A.

The financial information for listed industry peers other than Danish Power Limited mentioned above are sourced from the annual report for the respective Fiscals and for Danish Power Limited the financial information has been sourced from its Red Herring Prospectus dated October 15, 2024. The financial information for the six months ended September 30, 2024 have been sourced from financial results of the respective company for the six months ended September 30, 2024 submitted to the Stock Exchanges.

The financial information for our Company is based on the Restated Consolidated Financial Information.

Notes relating to KPIs of Industry Peers:

1. *Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant period/year less Revenue from operations of the preceding period/year, divided by Revenue from operations of the preceding period/year*
2. *EBITDA is calculated as Profit before tax for the period/year add finance cost, depreciation and amortisation expenses*
3. *EBITDA Margin is calculated as EBITDA divided by Revenue from operations*
4. *Profit after tax is Profit for the year/period*
5. *PAT Margin is calculated as Profit for the year/period divided by Revenue from Operations*
6. *Return on Equity is calculated as Profit for the year/period divided by Net Worth. Net worth has been defined means the aggregate value of the paid-up share capital and other equity.*
7. *Return on Capital Employed is calculated as EBIT divided by Capital employed. EBIT is calculated as Profit/(loss) before tax for the period/year as increased by finance cost. Capital employed is defined as total debt (Long Term borrowings + Short Term borrowings) plus Net Worth as on the last date of the reporting period.*
8. *Net Working capital is calculated as difference between current assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) and current liabilities (excluding current borrowings).*
9. *Net working capital days have been calculated as Net working capital divided by revenue from operations * 365 or 180 days as the case may be.*

Comparison of KPIs based on material additions or dispositions to our business

Our Company has not made any material additions or dispositions to our business during the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022.

7. **Weighted average cost of acquisition, Floor Price and Cap Price**

(a) Price per share of our Company based on primary/ new issue of Equity Shares or convertible securities during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transactions) in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Our Company has not issued any Equity Shares or convertible securities, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days. ("**Primary Issuance**")

(b) Price per share of our Company based on secondary sale / acquisition of Equity Shares or convertible securities, where our Promoters, Selling Shareholders, members of our Promoter Group, or Shareholder(s) having the right to nominate director(s) to the Board of the our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transactions), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

No Equity Shares or convertible securities have been transacted (excluding by way of gifts) by the Promoters, members of Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on our Board, during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transactions), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Secondary Transactions**").

(c) Price per share based on last five primary or secondary transactions:

There is no such transaction to report under (a) and (b) above. Therefore, the details of last five primary transactions or secondary transactions involving our Promoters, members of Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on our Board prior to the date of filing of this Draft Red Herring Prospectus are below:

Primary: There are no primary transactions in the last three years preceding the date of this Draft Red Herring Prospectus.

Secondary: The details of last five secondary transactions involving our Promoters, members of Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on our Board are as follows:

Date of allotment/transfer	Nature of allotment/transfer		Number of equity shares	Nature of consideration		
	Transfer from	Transfer to		Face Value	Purchase Price in ₹	Consideration in ₹
September 26, 2024	Shivagini P. Patel	Jignesh Suryakant Patel	10	10.00	-	Gift
September 26, 2024	Devsmita P. Patel	Jignesh Suryakant Patel	10	10.00	-	Gift
September 26, 2024	Dhavani P. Patel	Jignesh Suryakant Patel	10	10.00	-	Gift
September 26, 2024	Priyani P. Patel	Jignesh Suryakant Patel	10	10.00	-	Gift
January 17, 2025	Lalitaben Narharibhai Patel	Narharibhai S. Patel Family Trust	6710610	10.00	-	Gift

(d) The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on the primary issuances and secondary transactions as disclosed in paragraph (c) above:

Types of Transactions	WACA (₹ per Equity Share)*	Floor Price (i.e., ₹ [●])^	Cap Price (i.e., ₹ [●])^
A. WACA for Primary Issuances	Not Applicable	[●] times	[●] times
B. WACA for Secondary Transactions	Nil	[●] times	[●] times

**As certified by M/s Parikh Shah Chotalia and Associates, with firm registration number 118493W, pursuant to their certificate dated February 4, 2025.*

^Details have been left intentionally blank as the Floor Price and Cap Price are not available as on date of this Draft Red Herring Prospectus. To be updated upon finalisation of the Price Band.

(e) Explanation for Offer Price/ Cap Price being [●] times of WACA of primary issuances/ secondary transactions of Equity Shares of face value of ₹2 each (as disclosed above) along with our Company's KPIs and financial ratios for the six-month period ended September 30, 2024 and the Fiscals 2024, 2023 and 2022:

[●]*

* *To be included upon finalisation of the Price Band.*

(f) Explanation for the Offer Price/Cap Price, being [●] times of weighted average cost of acquisition of primary issuances/secondary transactions of Equity Shares (as disclosed in point 3 above) in view of the external factors which may have influenced the pricing of the Offer:

[●]*

* *To be included upon finalisation of the Price Band.*

(g) The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of market demand from Bidders for Equity Shares of face value of ₹2 each, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters.

Bidders should read the above-mentioned information along with the sections titled "*Risk Factors*", "*Our Business*", *"Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 25, 187, 254 and 304, respectively, to have a more informed view. The trading price of the Equity Shares of face value of ₹2 each could decline due to the factors mentioned in the section "*Risk Factors*" on page 25 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

Date: February 4, 2025

The Board of Directors,
Atlanta Electricals Limited
Plot No. 1503/4, GIDC Estate,
Vithal Udyognagar, Anand,
Gujarat, India, 388121

Dear Sirs/ Madams,

Sub: Statement of possible special tax benefit (the "Statement") available to Atlanta Electricals Limited (the "Company"), 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 ₹ 2 each (the "Equity Shares") of the Company (such offering, the "Offer")

We, Parikh Shah Chotalia and Associates, Statutory Auditors of the Company, hereby confirm that the enclosed **Annexure A**, prepared by the Company and initialled by us for identification purpose ("**Statement**") for the Offer, provides the possible special tax benefits available to the Company, and to its shareholders under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961 read with Income Tax Rules, 1962 as amended by Finance Act 2024, 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, respective State Goods and Services Tax Act, 2017 (collectively, "**GST Act**"), Customs Act, 1962 and the Customs Tariff Act, 1975 (read with the rules, circulars and notifications issued in connection thereto) (collectively referred to as "**Taxation Laws**") relevant to the Financial Year (FY) 2024-25 relevant to the Assessment Year (AY) 2025-26 presently in force in India for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (collectively, the "**Offer Documents**") for the Offer.

Several of these benefits are dependent on the Company, or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company, 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 the purpose of 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 the **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 the **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 Offer.

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 shareholders will continue to obtain these benefits in the future; or

2. the conditions prescribed for availing of the benefits, where applicable have been/would be met with.

3. The revenue authorities/courts will concur with the views expressed herein.

The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We have conducted our review in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("**ICAI**") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this statement we have complied with the Code of Ethics issued by the ICAI.

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, 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 hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory/ statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request 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 undertake to immediately communicate, in writing, any changes to the above information/ confirmations to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/ confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully,

For and on behalf of
Parikh Shah Chotalia and Associates
Chartered Accountants
Firm Registration Number: 118493W

Name: Sharadkumar G Kothari
Designation: Partner
Membership No.: 168227
UDIN: 25168227BMJLBB9603
Place: Vadodara

ANNEXURE A

Statement of Tax Benefits

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY 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 the purpose of 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.

The information provided below sets out the possible special direct and indirect tax benefits available to Atlanta Electricals Limited ("**the Company**"), the shareholders of the Company ("**Shareholders**") in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares of the Company, under the current tax laws presently in force in India. Several of these benefits are dependent on the Shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on business / commercial imperatives a Shareholder faces, may or may not choose to fulfil.

We do not express any opinion or provide any assurance as to whether the Company or its Shareholders will continue to obtain these benefits in future. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice.

INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE TAX IMPLICATIONS OF AN INVESTMENT AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THE SECURITIES, PARTICULARLY IN VIEW OF THE FACT THAT CERTAIN RECENTLY ENACTED LEGISLATION MAY NOT HAVE A DIRECT LEGAL PRECEDENT OR MAY HAVE A DIFFERENT INTERPRETATION ON THE BENEFITS, WHICH AN INVESTOR CAN AVAIL IN THEIR PARTICULAR SITUATION.

I. Special Direct tax benefits available to the Company

There are no special direct tax benefits available to the Company.

Notes:

1. The Company has opted for concessional tax rate under Section 115BAA of the Act. Accordingly, the surcharge shall be levied at the rate of 10% irrespective of the amount of total income.

2. Health and education cess at 4% on the tax and surcharge is payable by all category of taxpayers.

3. The Company has opted for concessional tax rate under Section 115BAA of the Act. Hence, it will not be allowed to claim any of the following deductions/exemptions:
   – Deduction under the provisions of Section 10AA (deduction for units in Special Economic Zone)
   – Deduction under clause (iia) of sub-section (1) of Section 32 (Additional depreciation)
   – Deduction under Section 32AD or Section 33AB or Section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
   – Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or subsection (2AB) of Section 35 (Expenditure on scientific research)
   – Deduction under Section 35AD or Section 35CCC (Deduction for specified business, agricultural extension project)
   – Deduction under Section 35CCD (Expenditure on skill development)
   – Deduction under any provisions of Chapter VI-A other than the provisions of Section 80JJAA (Deduction in respect of employment of new employees) and 80M (Deduction in respect of certain inter-corporate dividends);
   – No set-off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above.
   – No set-off of any loss or allowance for unabsorbed depreciation deemed so under Section 72A, if such loss or depreciation is attributable to any of the deductions referred to in paras as listed above.

   The provisions of Section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such

Company will not be entitled to claim tax credit relating to MAT.

II. Special Indirect tax benefits available to the Company

There are no special indirect tax benefits available to the Company

III. Special tax benefits available to Shareholders

Apart from the tax benefits available to each class of Shareholders as such, there are no special tax benefits for Shareholders.

Notes:

i. The above Statement of Tax benefits sets out the special tax benefits available to the Company, and its shareholders under the tax laws mentioned above.

ii. The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law.

iii. 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.

iv. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

v. 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 V – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*The information contained in this section is derived from a report titled Report titled "Strategic assessment of Transformer market" dated January 28, 2025, which is exclusively prepared for the purposes of the Offer and issued by CRISIL and is commissioned and paid for by our Company ("**CRISIL Report**"). CRISIL was appointed on October 15, 2024, by our Company. We commissioned and paid for the CRISIL Report for the purposes of confirming our understanding of the industry specifically for the purposes of the Offer, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's products, that may be similar to the CRISIL Report. Our Company, Promoters, Directors, Key Managerial Personnel, Senior Management or Book Running Lead Managers are not related to CRISIL. The CRISIL Report is available on the website of our Company at www.aetrafo.com from the date of this Draft Red Herring Prospectus until the Bid/Offer Closing Date and has also been included as a document for inspection in "Material Contracts and Documents for Inspection – Material documents" on page 414. Industry publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Forecasts, estimates, predictions, and other forward-looking statements contained in the CRISIL Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in this Draft Red Herring Prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. Unless otherwise indicated, 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 calendar year.*

Global and domestic macroeconomic overview

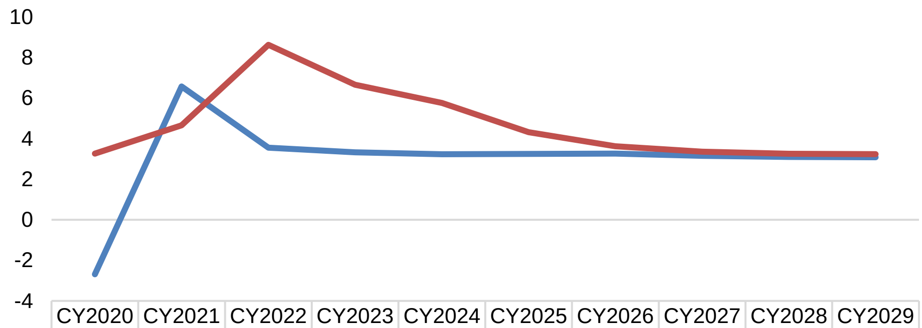
Global macroeconomics

Overview and outlook of global GDP trends

As per the International Monetary Fund (IMF) World Economic Outlook (October 2024), global growth is expected to remain stable yet underwhelming. At 3.2% in 2024 and 2025, the growth projection is virtually unchanged from those in both July 2024 and April 2024.

Cyclical imbalances have eased since the beginning of the year 2024, leading to a better alignment of economic activity with potential output in major economies. This adjustment is bringing inflation rates across countries closer together and on balance has contributed to lower global inflation. As per IMF, global headline inflation is expected to fall from an annual average of 6.7% in 2023 to 5.8% in 2024 and 4.3% in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies.

Figure 1: Global GDP and inflation projections by IMF



	CY2020	CY2021	CY2022	CY2023	CY2024	CY2025	CY2026	CY2027	CY2028	CY2029
GDP product, constant prices	-2.687	6.573	3.551	3.325	3.232	3.245	3.267	3.151	3.1	3.084
Inflation, average consumer prices	3.262	4.66	8.627	6.66	5.757	4.32	3.625	3.36	3.258	3.235

Source: IMF World Economic Outlook database: October 2024; Crisil Intelligence

Overview of GDP for key economies

Indian gross domestic product (GDP) has been growing consistently. In the last ten years, except for years affected by COVID-19, India's growth has been highest amongst the top ten economies and other emerging countries as well. With the receding risk of global recession, India has been identified as an economic growth center by various International Agencies as well as global rating firms.

Table 1: Historical growth of real GDP for major economies (figures in %)

Country	CY14	CY15	CY16	CY17	CY18	CY19	CY20	CY21	CY22	CY23
India*	7.41	8.00	8.26	6.80	6.45	3.87	(5.78)	9.69	6.99	8.15
Brazil	0.50	(3.55)	(3.28)	1.32	1.78	1.22	(3.28)	4.76	3.02	2.91
Canada	2.87	0.65	1.04	3.03	2.74	1.91	(5.04)	5.29	3.82	1.25
China	7.39	7.02	6.85	6.95	6.75	5.95	2.24	8.45	2.95	5.25
France	1.02	0.99	0.72	2.29	1.59	2.08	(7.59)	6.83	2.62	1.12
Germany	2.17	1.66	2.29	2.71	1.12	0.99	(4.10)	3.67	1.37	(0.26)
Italy	(0.00)	0.89	1.24	1.60	0.83	0.43	(8.87)	8.93	4.66	0.70
Japan	0.30	1.56	0.75	1.68	0.64	(0.40)	(4.17)	2.71	1.16	1.68
United Kingdom	3.20	2.22	1.92	2.66	1.41	1.62	(10.30)	8.58	4.84	0.34
United States	2.52	2.95	1.82	2.46	2.97	2.58	(2.16)	6.06	2.51	2.89

* *India Financial Year,*

Source: World Economic Outlook Database (October 2024) by IMF; Crisil Intelligence

Services activity is expanding at a slower pace in most major economies (the US, the Eurozone, the United Kingdom and Japan) as indicated by Purchasing Managers' Index (PMI) reading, which remain above 50 but are lower compared with August 2024. In China, the National Bureau of Statistics (NBS) PMI is showing a contraction in the services sector. A sustained contraction in the services sector is worrying about global economic growth as manufacturing activity is now contracting in all key economies except the UK.

- **The rate cut cycle has begun in the United States**

The US GDP grew at an annualised and seasonally adjusted 3.0% in the second quarter of 2024, up from 1.6% in the first quarter, driven by robust consumer spending, according to the “third” estimate by the Bureau of Economic Analysis.

The S&P Global US Manufacturing PMI fell further to 47.3 in September from 47.9 the previous month, signaling the sharpest decline in the manufacturing sector since June 2023. On the other hand, the S&P Global US Services PMI Business Activity Index continued to indicate expansion, although it moderated slightly to 55.2 in September from 55.7 in the previous month. The sector has been expanding for 20 consecutive months.

The US labour market was stronger than expected in September as non-farm jobs rose to 254,000 from 159,000 in August (revised up from 142,000) and higher than the average monthly gain of 203,000 over the previous 12 months. The unemployment rate eased slightly to 4.1% in September from 4.2% the previous month.

US inflation eased marginally to 2.4% in September from 2.5% in August, on account of a sharper fall in energy prices during the month (-6.8% vs -4.0%). However, both food (2.3% vs 2.1%) and core inflation excluding food and energy (3.3% vs 3.2%) picked up. Within core inflation, shelter inflation eased significantly (4.9% vs 5.2%).

Given the sustained momentum towards the 2% inflation target, the Federal Reserve cut the federal funds rate by 50 bps to 4.75%-5.00% in its September meeting (this was prior to the release of September inflation data). S&P Global expects further rate cuts such that the federal funds rate to reach its terminal value of 3.00- 3.25% by 2025 end, with both upside and downside risks.

- **Eurozone manufacturing activity contracts further**

GDP growth in the Euro area fell marginally to 0.2% in quarter (seasonally adjusted) in the second quarter of 2024 from 0.3% in the previous quarter. Growth in Spain moderated slightly to 0.8% (provisional) from 0.9% (provisional) in the previous quarter. Growth in France and Italy slowed as well (both growing at 0.2% versus 0.3% in the first quarter) while Germany saw a contraction (-0.1% provisional vs 0.2% provisional).

The HCOB Eurozone Manufacturing PMI fell to 45.0 in September from 45.8 in the previous month, indicating a deeper contraction in European manufacturing activity. However, the HCOB Eurozone Services PMI Business Activity Index continued to indicate an expansion in services sector activity although at a slower rate (51.4 in September from 52.9 in the previous month).

Inflation in the euro area continued to ease significantly to 1.7% in September from 2.2% in August due to deepening deflation in energy prices (-6.1% vs -3.0%) and a marginal decrease in core inflation (2.7% vs 2.8%). On the other hand, inflation in the food-related category picked up marginally to 2.4% from 2.3%. The slight decrease in core inflation was due to a drop in services inflation (3.9% vs 4.1%) while non-energy industrial goods remained steady at 0.4%.

As the disinflationary process sustains and economic activity showed some recent weakness, the European Central Bank cut the deposit facility rate (DFR) – the rate which the central bank now steers monetary action through- by a further 25 basis points to 3.25% at its October meeting. Historically, the main refinancing operations (MRO) rate has been 50 bps above the DFR, whereas the marginal lending facility (MLF) rate has been 25 bps above the MRO rate. However, a technical adjustment that came into effect from September 18, made the spread between the DFR, MRO and the MLF asymmetrical, with the spread between the MRO and the DRF shrinking to 15 bps from 50 bps earlier. The spread between the MRO and the MLF is to remain the same. This to facilitate lower volatility in the short-term money market rates as they are henceforth more likely to track the magnitude of the DFR.

- **Inflation in the UK eases sharply in September**

GDP growth in the UK dropped marginally to 0.5% on quarter in the second quarter of 2024, from 0.7% in the first quarter. Growth in the second quarter was revised lower from the first estimate of 0.6%, mainly due to a downward revision in all three output sectors (services, production, and construction). Services sector growth was revised down to 0.6% from the previous estimate of 0.8%, while the production sector contracted by 0.3% versus the previously estimated 0.1%. The construction sector contracted by 0.2%, as against the previously estimated 0.1% contraction. On the expenditure side, government consumption growth was revised down to 1.1% from the previously estimated 1.4%.

The S&P Global UK Manufacturing PMI stood at 51.5 in September versus 52.5 in the previous month. The index has been in the expansionary zone for five consecutive months, indicating a sustained manufacturing rebound. Services sector activity expanded, although at a slower rate, as indicated by the S&P Global UK Services PMI Business Activity Index, which stood at 52.4 in September versus 53.7 in the previous month. Activity in the services sector has expanded on a sustained basis since November 2023.

Inflation in the UK eased sharply to 1.7% in September from 2.2% in August led by significant easing in inflation excluding food, energy, alcohol and tobacco or core inflation- (3.2% vs 3.6%), especially inflation in services (4.9% vs 5.6%) and deepening deflation in goods prices (-1.4% vs -0.9%). On the other hand, inflation in food and non-alcoholic beverages picked up significantly to 1.9% from 1.3% in August.

- **Inflation in Japan picks up in August after steady run**

Japan's manufacturing activity, as measured through the au Jibun Bank Japan Manufacturing PMI, continued to contract (49.7 in September vs 49.8 in the previous month). Services activity continued to expand although at a marginally slower pace as indicated by the au Jibun Bank Japan Services Business Activity Index (53.1 in September versus 53.7 in the previous month).

Inflation in Japan picked up to 3.0% in August from 2.8% in the previous month, driven primarily by a sharp rise in food inflation (3.6% vs 2.9%). Core inflation (all items except fresh food and energy) rose marginally as well (2.0% vs 1.9%) while energy inflation remained steady at 12.0%.

Trade surplus narrowed to 703.2 billion yen (non-seasonally adjusted) in August 2024 from 940.1 billion yen in August 2023, as exports grew at a faster pace than imports (5.5% and 2.3% on-year respectively).

- **China engages in monetary easing to curb deflationary pressures**

The official NBS Manufacturing PMI picked up to 49.8% in September, up from 49.1% in the previous month but remained below the 50.0 mark. Non-manufacturing activities continued to expand, although at a slower rate, with the NBS Non-Manufacturing Business Index at 50.0% in September versus 50.3% in the previous month. That said, the seasonally adjusted Services PMI was at 49.9% in September, down from 50.2% in August, indicating the first contraction in activity since December 2023.

The Caixin China General Manufacturing PMI also decreased to 49.3 in September from 50.4 in August, indicating that the contraction in manufacturing is clearly underway. However, the Caixin China General Services Business Activity Index was at 50.3 in the month, down from 51.6 in August, indicating services activity expanded at a slower pace.

Inflation eased marginally to 0.4% in September from 0.6% in the previous month on the back of deflation in the non-food category (-0.2% vs 0.2%) and an easing of core (0.1% vs 0.3%) as well as services inflation (0.2% vs 0.5%). However, there was a slight pick-up in food and tobacco inflation (2.3% vs 2.1% in the previous month).

To mitigate deflationary pressures, the People's Bank of China announced several monetary stimulus measures in September. These included a lowering of the reserve requirement ratio by 50 bps to inject greater liquidity into the system and a 20-bps reduction in the seven-day reverse repo rate to 1.5%. The latter will subsequently lead to further easing in the medium-term lending facility as well as the loan prime rate. A reduction in the mortgage downpayments for second home buyers was also announced. Furthermore, a significant Rmb 800 billion stimulus was also provided directly to equity markets by the creation of a Rmb 500 billion fund for stock buying by non-bank financial companies (insurance providers, pension funds, brokers, etcetera) as well as an allocation of Rmb 300 billion to enable companies to engage in stock buybacks.

The above monetary stimulus was followed up with a proposed fiscal stimulus by the Chinese Finance Ministry in mid-October. The Ministry announced that there would be a one-time expansion of the bond swap programme to tackle the build-up of local governments' "hidden debt" (off-balance sheet debt which is typically financed through local government financing vehicles). Additional measures included the issuance of special sovereign bonds to replenish banks' capital as well as a provision to enable local governments to use special local bonds to purchase unsold housing inventory. Additionally, the Ministry also signaled that there was room to potentially increase the fiscal deficit for the current year, but did not mention a specific figure.

Outlook on GDP for key economies

In October 2024, IMF released World Economic Outlook. As per IMF, the past four years have put the resilience of the global economy to the test. The global economy has demonstrated resilience overall, but this masks uneven performance across regions and lingering fragilities. According to IMF, following the post pandemic rebound, the global projection for GDP growth has been hovering at about 3 percent, both in the short and the medium term. Growth in India is projected to remain strong at ~7 percent in 2024 and ~6.5 percent in 2025, with the robustness reflecting continuing strength in domestic demand and a rising working-age population.

Table 2: Real GDP annual growth forecast of major economies (figures in %)

Country	CY24 (P)	CY25 (P)	CY26 (P)	CY27 (P)	CY28 (P)	CY29 (P)
India*	7.02	6.46	6.47	6.48	6.49	6.50
Brazil	3.04	2.16	2.25	2.35	2.45	2.47
Canada	1.34	2.39	1.97	1.82	1.78	1.64
China	4.82	4.48	4.10	3.58	3.37	3.29
France	1.10	1.06	1.35	1.42	1.44	1.35
Germany	0.01	0.79	1.40	1.15	0.85	0.74
Italy	0.67	0.76	0.70	0.60	0.68	0.71
Japan	0.32	1.14	0.84	0.65	0.64	0.52
United Kingdom	1.08	1.48	1.54	1.46	1.37	1.35
United States	2.77	2.15	2.03	2.12	2.12	2.12

* *For India financial Year. (P): Projected*

Source: World Economic Outlook Database (October 2024) by IMF; Crisil Intelligence

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 has become the fifth largest economy in the world in CY 2023 and India's real GDP is estimated to grow the highest amongst the top 10 economies.

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, 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 (special western countries), making it an attractive destination for manufacturers looking to set up production facilities.

Digitalization 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 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: 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.

As a result of these, India's manufacturing sector has seen some 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 INR 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

China plus one

China Plus One strategy encourages companies to diversify their operations by expanding outside of China while still maintaining a presence in the country and mitigate risks associated with relying on a single country. This strategy is becoming increasingly popular in the manufacturing industry, as companies look to reduce their dependence on China and diversify their supply chains. There are several factors encouraging the China Plus One strategy. Some of them are the rising cost of labor in China; the increasing complexity of the Chinese regulatory environment; the growing political risk in China; the increasing demand for diversification from investors; number of other countries that are emerging as potential destinations. Countries like India, Vietnam, Malaysia, and Thailand offer several advantages, including lower labor costs, favorable government policies, and access to new markets. India is one of the potential destinations for manufacturing due to its low labor cost as well as favorable political and regulatory environment for manufacturing.

The China +1 strategy presents both opportunities and challenges for the Indian manufacturing industry. It can help to attract foreign direct investment (FDI), create employment opportunities in India, economic growth and minimize supply chain disruptions. On the hand, it can also pose challenges such as competition from other countries, limited availability of suitable infrastructure, regulatory challenges and availability of skilled and employable workforce. By addressing these challenges, India can position itself as an attractive destination for companies looking to diversify their manufacturing operations beyond China.

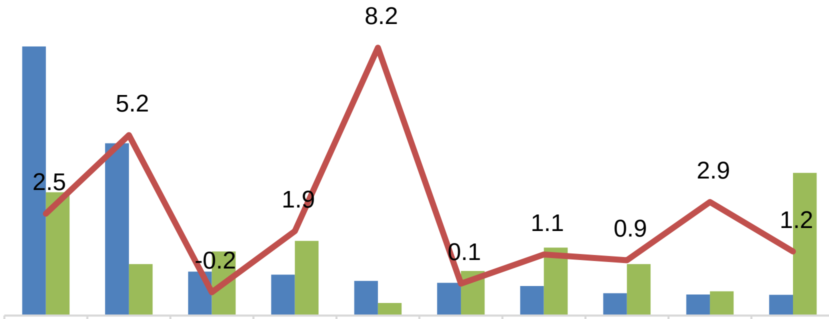
Domestics macroeconomics

Real GDP growth in India

India's GDP at constant (fiscal 2012) prices was Rs. 173.8 trillion (provisional estimates) for fiscal 2024 vis-à-vis the first revised estimate of Rs.160.7 trillion for fiscal 2023 as per data released by the National Statistical Office (NSO) in May 2024. This translates into a growth of 8.2% over fiscal 2023. As per first advance estimates by NSO, India's real GDP is estimated to grow at 6.4% in fiscal 2025.

India has become the fifth largest economy in the world in CY 2023, according to the IMF's World Economic Outlook (October 2024). As per IMF GDP Forecasts (October 2024), India's real GDP growth is estimated at 6.5% in 2025, the highest amongst the top 10 economies.

Figure 2: Comparison of India's economy with other major nations



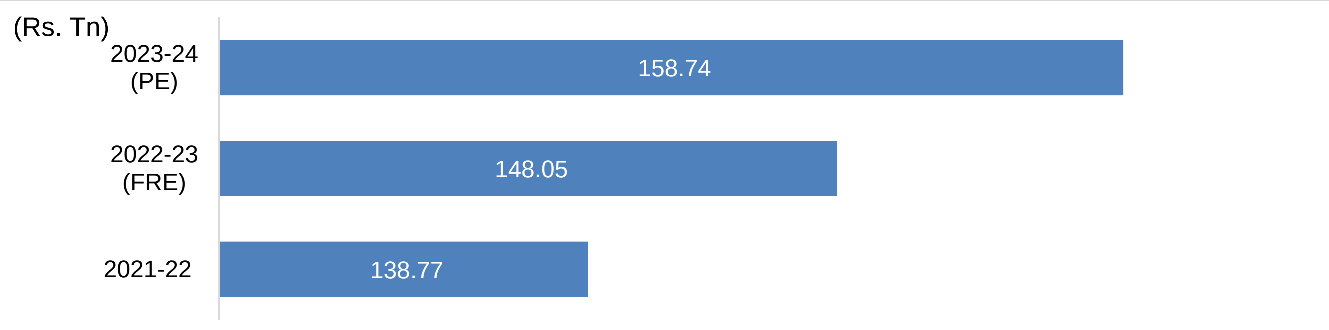
	USA	China	Germany	Japan	India*	UK	France	Italy	Brazil	Canada
Nominal GDP (Tn USD) CY23	27.72	17.76	4.53	4.22	3.57	3.38	3.05	2.30	2.17	2.14
Per capita electricity consumption 2022 (MWh)	12.7	5.3	6.6	7.7	1.3	4.6	7	5.3	2.5	14.7
Real GDP Growth CY23 (in %)	2.5	5.2	-0.2	1.9	8.2	0.1	1.1	0.9	2.9	1.2

* *India Financial Year,*
Source: World Economic Outlook Database (October-2024) by IMF; IEA, CEA, Crisil Intelligence

GVA performance

The real gross value added (GVA) has grown by 7.2% in 2023-24 from 6.7% in 2022-23. This GVA growth has been mainly due to a significant growth of 9.9% in the Manufacturing sector in 2023-24, compared to -2.2% in 2022-23 and growth of 7.1% in 2023-24 compared to 1.9% in 2022-23 for the Mining & Quarrying sector.

Figure 3: GVA at basic prices



FRE: first revised estimates; PE: provisional estimates
Source: Ministry of Statistics and Programme Implementation, Crisil Intelligence

India's GDP recovered with subsiding of the pandemic

In the past 11 years (during fiscal 2014 to 2024), India's GDP at constant (fiscal 2012) prices grew at a compounded growth of ~5.3% (CAGR).

After strong GDP print in the past three years, Crisil Intelligence [1] expects some moderation to 6.8% this fiscal 2025. The growth will still be higher than the pre-pandemic decadal average of 6.7%, continuing to position India as the fastest growing major economy.

Figure 4: Crisil's key projections

Parameters	FY18	FY19	FY20	FY21	FY22	FY23	FY24	FY25P
GDP growth (%)	6.8%	6.5%	3.9%	-5.8%	9.7%	7.0%	8.2%	6.8%
CPI (%, average)	3.6%	3.4%	4.8%	6.2%	5.5%	6.7%	5.4%	4.6%
CAD/GDP (%)	-1.8%	-2.1%	-0.9%	0.9%	-1.2%	-2.0%	-0.7%	-1.0%
FAD/GDP (%)	3.5%	3.4%	4.6%	9.2%	6.7%	6.4%	5.6%	4.9%
Exchange rate (Rs/$ March-end)	65.0	69.5	74.4	72.8	76.2	82.3	83.0	84.0
10-year G-sec yield (%, March-end)	7.6%	7.5%	6.2%	6.2%	6.8%	7.4%	7.1%	6.7%

P: Projected; CPI: Consumer Price Index-linked; CAD: Current account deficit; G-sec: Government security; FAD: Fiscal account deficit
Source: CSO, Reserve Bank of India (RBI), Crisil estimates

GDP grew 5.4% on-year in the second quarter of this fiscal, a sharp deceleration from the 6.7% in the first quarter of fiscal 2025. This comes over high growth in the second quarter of fiscal 2024, in which the economy had grown 8.1%. On the supply side, gross value-add (GVA) of 5.6% was slightly higher than 5.4% GDP growth.

Risks to GDP growth are tilted toward the downside this fiscal given the lackluster second quarter growth number. However, certain high frequency indicators from October such as Index of Industrial Production, automobile sales and export growth are showing encouraging signs of a revival in the third quarter, indicating the slowdown in the second quarter could be transitory

Going forward, industrial activity is expected to improve in the second half of this fiscal with recovering consumption demand. However, elevated interest rates and fiscal consolidation are expected to slow GDP growth this fiscal. Crisil Intelligence expects GDP growth at 6.8% on-year this fiscal compared with 8.2% in the previous fiscal, with risks tilted downwards. A revival in private investment is critical to sustain the investment momentum this fiscal, while geopolitical tensions remain a risk for trade flows and supply-chain pressures for industry.

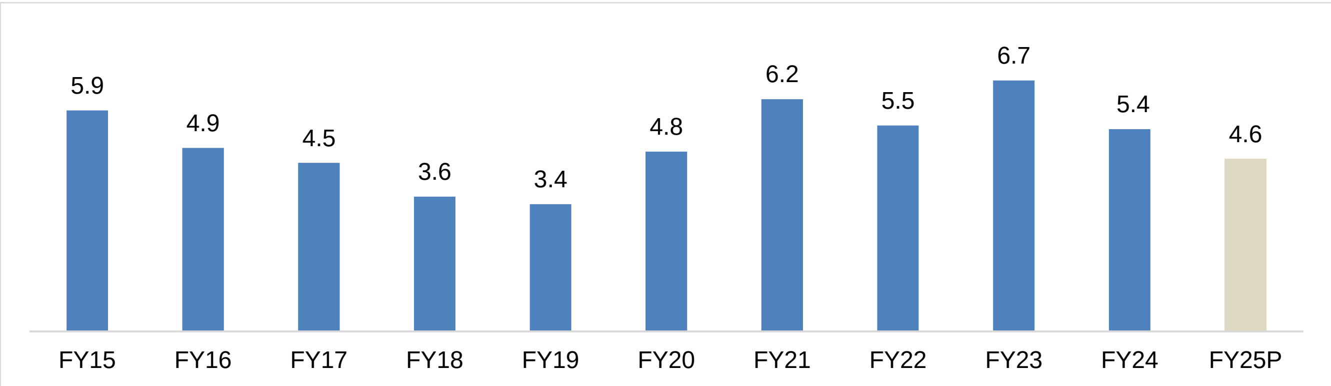
Outlook

Consumer Price Index

Correction in vegetable inflation and a dip in foodgrain inflation to a 28-month low cooled food inflation in November. As a result, headline consumer price inflation declined to 5.5% — within the Reserve Bank of India's (RBI) upper tolerance limit of 6%, but still at a distance from the central bank's 4% target.

Even so, food inflation remains high at 9% in November, driven by rigidity in vegetable inflation and elevation in edible oils inflation, warranting caution. Edible oils inflation at a 30-month high of 13.3% is being driven by global supply disruptions and increase in import duties, and since October has seen the fastest sequential climb among all food categories. The non-food component of Consumer Price Index (CPI) inflation remained low at 3.1%, supported by the recent softening in global energy and commodity prices.

Figure 5: CPI inflation (%, y-o-y)



P: Projected; Source: NSO, CEIC, Crisil Intelligence

[1] Based on Crisil Centre for Economic Research (C-CER) projections
Projections of key economic indicators for India in this Chapter are as per the C-CER

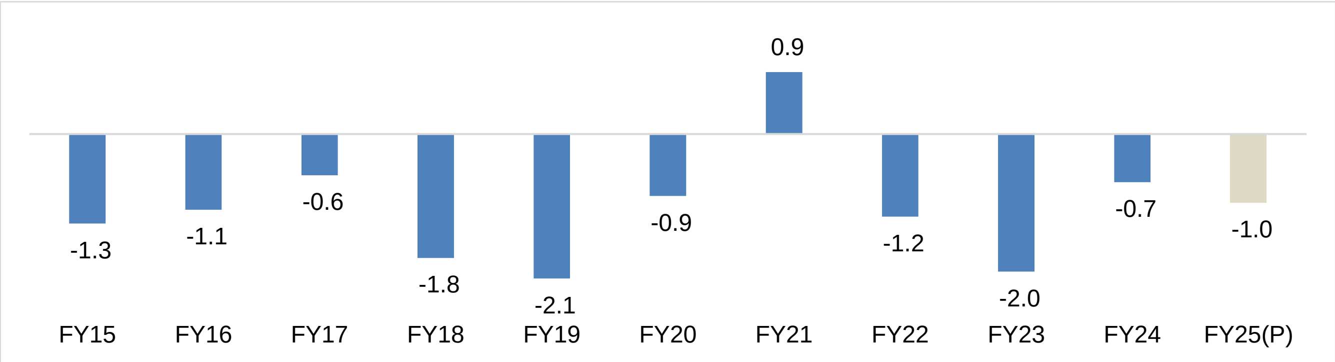
In the coming weeks, we expect food prices to ease sequentially. Vegetable prices tend to come down in December when the kharif crop enters the market. A high base from last year will also help lower inflation since vegetable prices missed their seasonal decline last year. Pressure from edible oil prices, though, will have to be monitored. The RBI Governor noted in his December policy statement that manufacturing and services firms expect their selling prices to increase in the fourth quarter of this fiscal, which could push up non-food inflation. Yet, given subdued domestic demand conditions and soft global prices, we expect non-food inflation to remain benign for the rest of the fiscal. Overall, Crisil Intelligence expects inflation to soften in the coming months led by food inflation; however, rigidity in vegetable and edible oil prices keep the upside pressure high. Crisil Intelligence expects retail inflation to average 4.6% this fiscal 2025 with some upside bias to the forecast and expect a policy rate cut in February 2025.

Current Account Deficit

India's current account deficit (CAD) widened to $9.7 billion (1.1% of GDP) in the first quarter (April-June) of fiscal 2025, data from the RBI showed. This compares with a deficit of $8.9 billion (1% of GDP) in the first quarter of fiscal 2024. It also signifies a U-turn from a surplus of $4.6 billion (0.5% of GDP) in the fourth quarter of the previous fiscal year.

The on-year widening in CAD was largely driven by a rise in the merchandise trade deficit to $65.1 billion from $56.7 billion a year ago. While muted global demand weighed on export growth (up 6.0% on-year) in Q1 fiscal 2025, higher crude oil prices and logistics costs amidst geopolitical tensions pushed up imports significantly faster (8.4% on-year). That said, services trade surplus and secondary income (large remittances) grew, providing a cushion to the current account balance.

Figure 6: Current account deficit (As a % of GDP)



(P) Projected; Source: RBI, SBI, Crisil Intelligence

As a result of the reversal in CAD to deficit from surplus and lower financial inflows, the rupee depreciated mildly in Q1 fiscal 2025 to average 83.42/$, compared with 83.02/$ in Q4 fiscal 2024. In Q1 FY24, the rupee averaged 82.2/$.

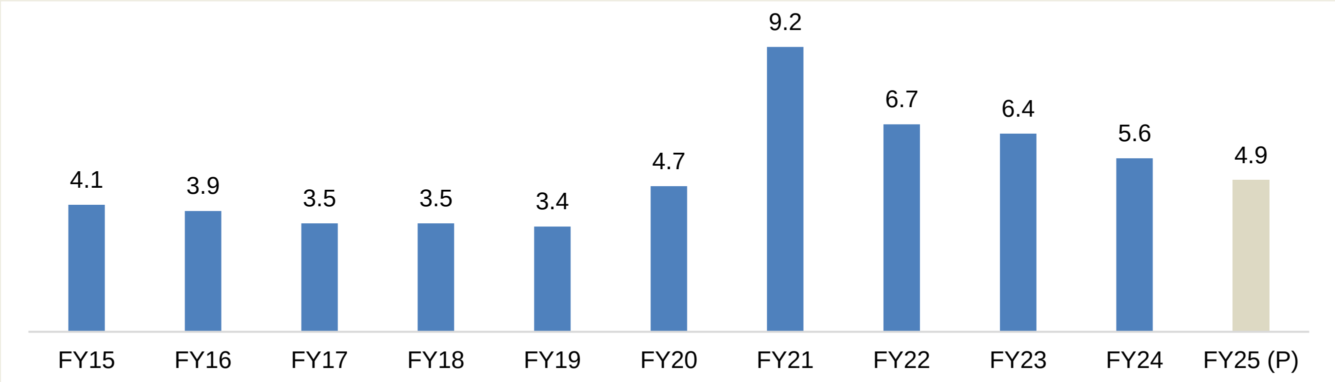
Even as merchandise trade deficit has come under some pressure, robust services exports and healthy remittances flow should help keep the CAD in the safe zone this fiscal. Crisil Intelligence expects CAD at ~1.0% of GDP in fiscal 2025, compared with 0.7% last fiscal. That said, Q2 is expected to see some uptick in CAD (owing to subdued goods exports and an increase in imports, and a rise in gems and jewellery and core imports). In addition, the impact of geopolitical issues will continue to remain monitorable.

Fiscal deficit

The fiscal deficit in 2020 reached a high of 9.2% of GDP during the pandemic. It has since decreased significantly. The fiscal deficit during fiscal 2024 stood at 5.6% of the GDP and was better than the previous estimates of 5.8% due to higher revenue realisation and lower expenditure according to the data released by the Controller General of Accounts (CGA) on May 31, 2024. Numerically, the fiscal deficit--the gap between expenditure and revenue, was at Rs. 16.53 trillion.

The government's gross market borrowings through dated securities are expected to be 9.2% lower on-year at Rs 14 trillion in fiscal 2025 as the government has reduced its fiscal deficit target to 4.9% of GDP (from 5.6% in the previous fiscal).

Figure 7: Fiscal Deficit as % of the GDP



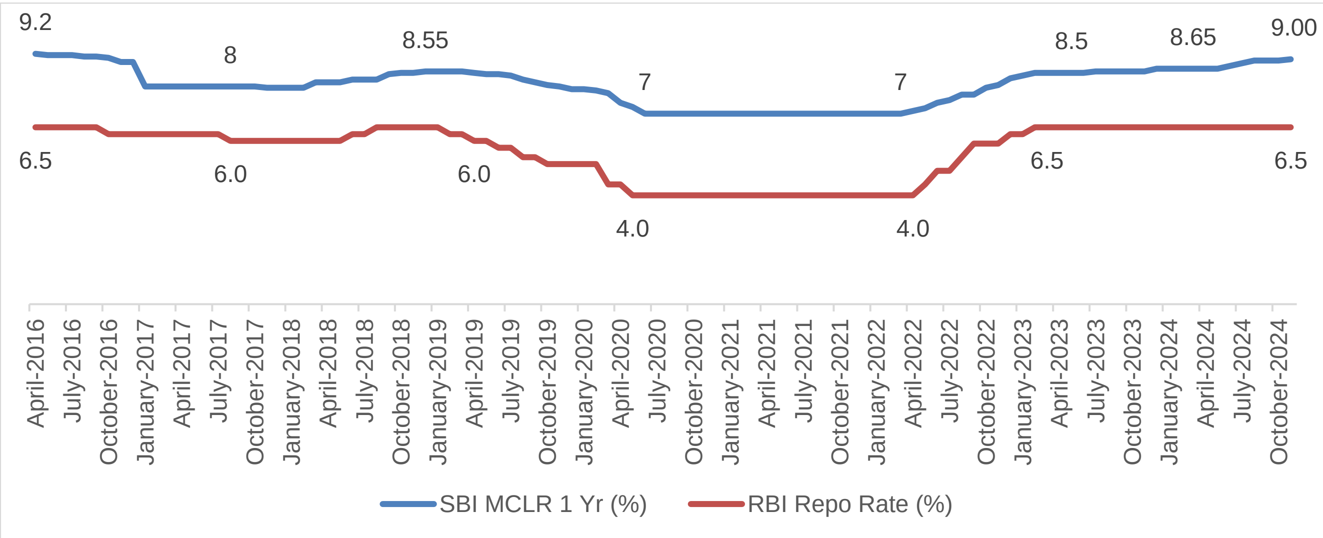
P: Projected
Source: RBI, Provisional Accounts for 2023- 2024 by Controller General of Accounts, Crisil Intelligence

Interest rates

Focused on paring inflation towards its 4% target and comforted by high GDP growth, the Monetary Policy Committee (MPC) kept the repo rate unchanged for the eleventh straight time at its December 2024 meeting. The last time RBI changed policy rates was in February 2023. The RBI has raised the repo rate by 250 basis points (bps) since March 2022.

Compared to March 2023, the 1-year marginal cost of lending rate (MCLR) has seen an increase of 50 bps. It has risen to 200 bps since March 2022. Bank lending rates are above their pre-pandemic average, and higher lending rates could lead to some softening in bank credit going forward.

Figure 8: Interest rates increasing (%)



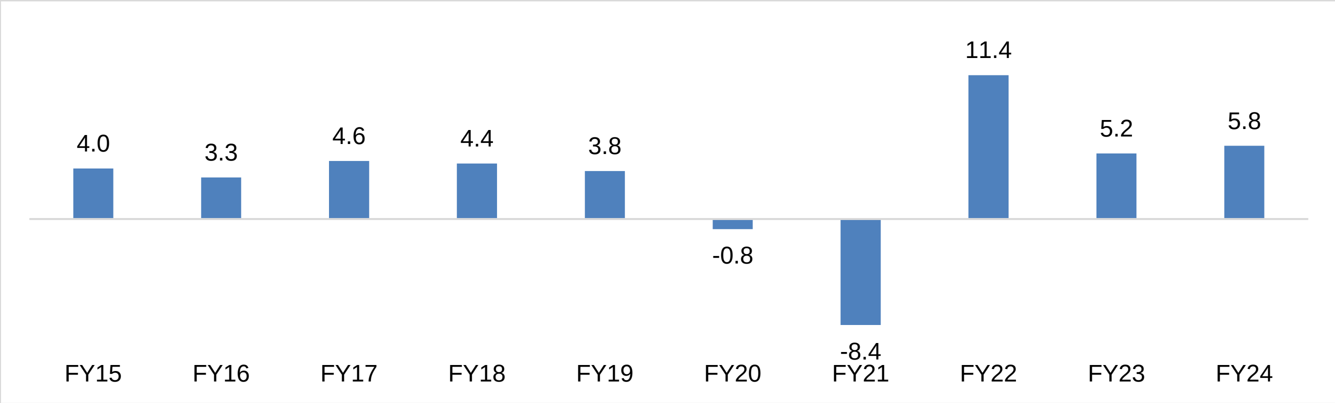
Source: RBI, SBI, Crisil Intelligence

Crisil Intelligence expects inflation to moderate to 4.6% this fiscal 2025 from 5.4% in the previous fiscal 2024. Intelligence expects food inflation to ease in the second half of fiscal 2025 as kharif arrivals enter the market. Vegetables prices can correct quickly with the fresh arrivals. Additionally, healthy water reservoir levels augur well for rabi production. Domestic growth is expected to moderate this fiscal due to elevated interest rates and a lower fiscal impulse to growth. Rate cuts by major global central banks will give the RBI space to ease its policy. That said, S&P Global sees fewer rate cuts by the Fed in 2025 compared with expectations three months ago. Against this backdrop, Intelligence expects the first rate cut in February 2025.

PMI and 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. IIP growth rate for fiscal 2024 over fiscal 2023 stood at 5.8%. The cumulative growth rates of the three sectors, Mining, Manufacturing and Electricity for the fiscal 2024 over the corresponding period of the previous year were 7.5%, 5.5% and 7.1%, respectively.

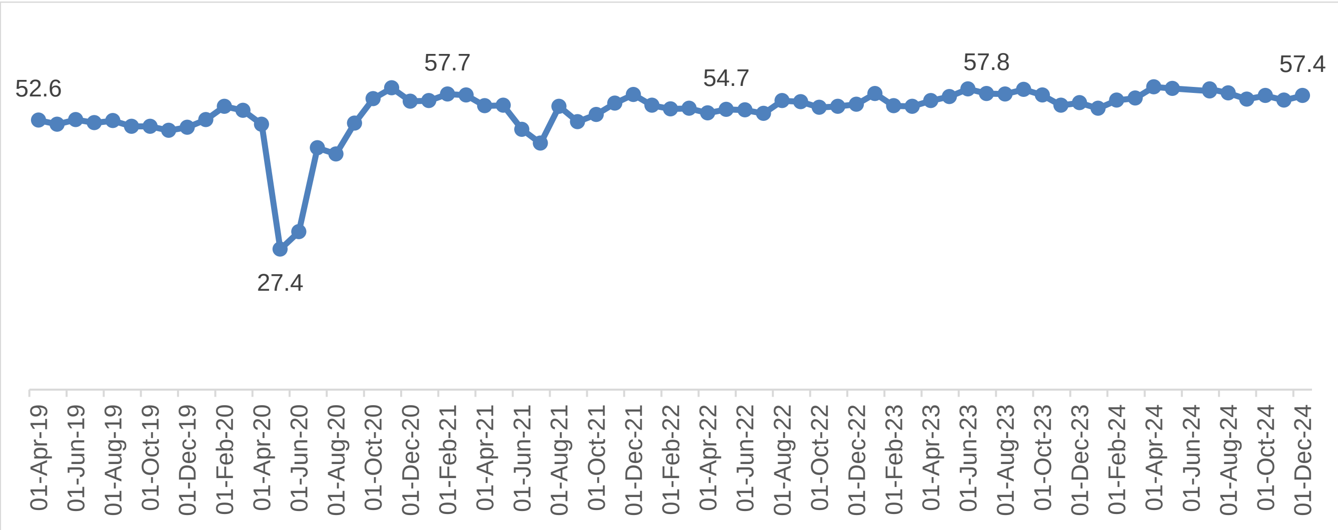
Figure 9: Trend of Index of Industrial Production



Source: NSO, MOSPI, Crisil Intelligence

The HSBC Flash India Manufacturing PMI – a single-figure snapshot of factory business conditions calculated from measures of new orders, output, employment, supplier delivery times and stocks of purchases – recovered from November's two-month low of 56.5 to 57.4 in December 2024. This pointed to an improvement in manufacturing sector conditions that was substantial and stronger than seen on average across the series history.

Figure 10: Manufacturing PMI



Source: Industry, HSBC, S&P Global, Crisil Intelligence

Industrial activity could benefit from the onset of the festive season in the third quarter of this fiscal. Domestic consumption is expected to be better this fiscal as rural demand picks up on a good monsoon and higher agricultural production. Easing food inflation is also expected to increase purchasing power for discretionary consumption. The Reserve Bank of India's latest survey shows a pickup in consumer confidence in September. That said, the impact of excess and unseasonal rains remains monitorable. Additionally, elevated interest rates could weigh on consumption, especially in urban areas where credit penetration is higher.

High-capacity utilisation and lean balance sheets of corporates and banks remain conducive for private corporate investment. This could help sustain overall investment momentum this fiscal, even as government capex is slated to revive in the second half of the fiscal. However, a lower fiscal impulse would dampen growth this year, as the government trims its fiscal deficit.

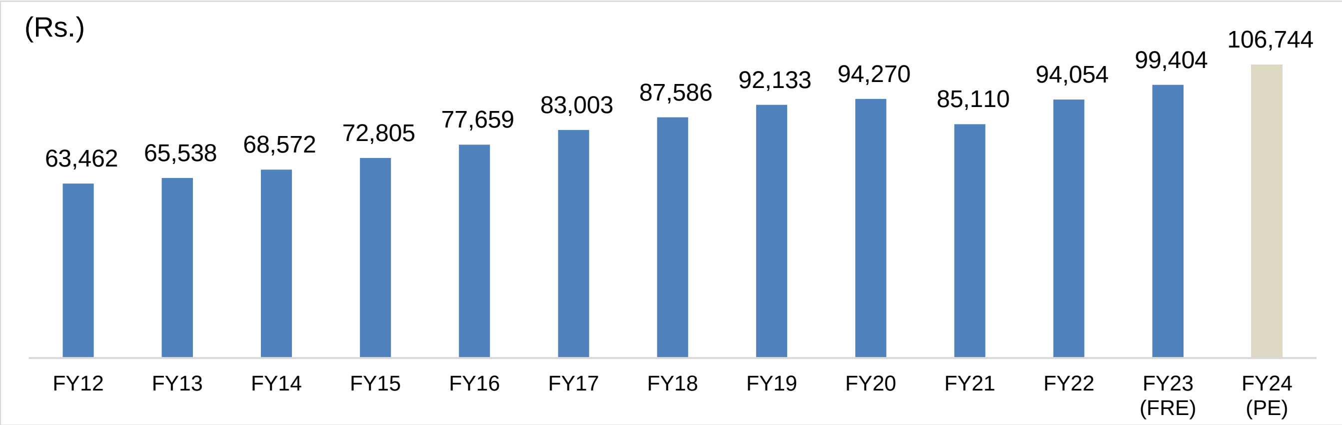
Global trade is expected to improve and support export growth this year. However, slowing demand, particularly in United States and China, will weigh on global growth. Geopolitical tensions, particularly in the Middle East, remain a risk for trade flows and supply chain pressures for industry. This, together with the impact of high interest rates, will slow GDP growth to 6.8% in fiscal 2025 compared with 8.2% in fiscal 2024.

Per capita GDP

India's per capita income is expected to rise to Rs 106,744 in fiscal 2024 from Rs 68,572 in fiscal 2014 with a compound annual growth rate of 4.5%. In fiscal 2024, per capita income is expected to rise by 7.4% against 5.7% in fiscal 2023.

Some reasons for India's poor national income are its large population, largely agrarian economy, lack of industrial development as well as difference in socioeconomic conditions across the states. However, 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 11: All-India per capita net national income (at constant prices)



FRE: first revised estimates; PE: provisional estimates
Source: Economic Survey, NSO, MOSPI, Crisil Intelligence

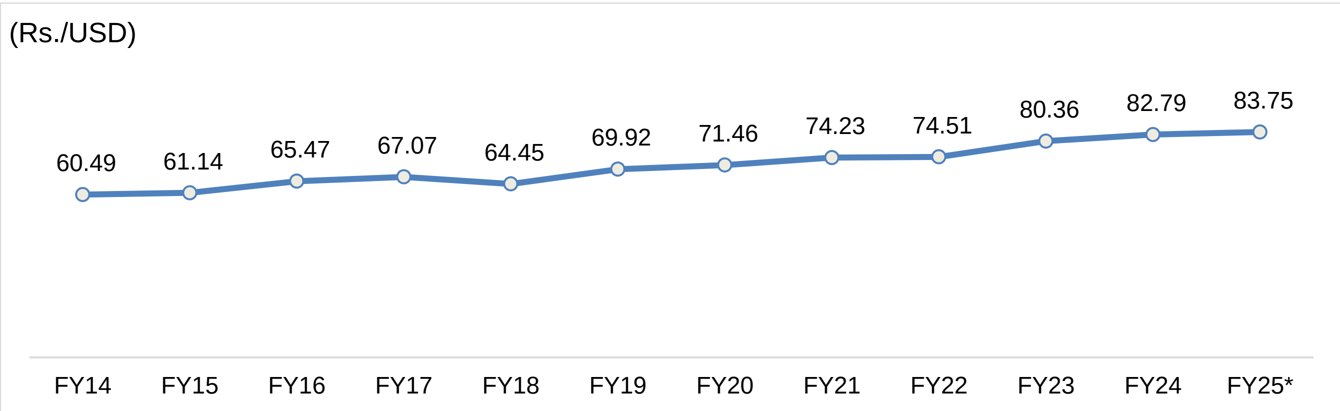
Exchange rates

Since August 2023, the rupee has been hovering around the 83/$ mark. In September 2024, the rupee remained stable at 83.8/$ compared with 83.9/$ a month earlier. On the supply side, a mix of factors propelled foreign investment inflows. Foreign portfolio investors net-invested $11.2 billion in Indian markets - $6.9 billion in equity and $2.9 billion in debt. FPIs have been bullish in the equity market during the month. A sharp cut in key policy rates by the Fed led to the influx of funds in the equity segment.

Among advanced economies, the British pound appreciated the most. This could be because of them being slow to cut interest rates, while other major central banks like US Fed and European Central Bank have cut rates. The rupee was the least depreciating currency among global peers.

Crisil Intelligence expects the rupee to average 84 against the dollar by March 2025 compared with 83 in fiscal 2024. While the current account deficit is expected to remain manageable, it may face some risks amid the uneven global growth scenario and geopolitical uncertainties. That said, India's healthy domestic macros will cushion the rupee.

Figure 12: Trend in the exchange rate (annual average)



**FY 25 as of Nov 2024; Source: Financial Benchmarks India Pvt Ltd, CEIC, Crisil*

Aatmanirbhar Bharat Abhiyan

Production Linked Incentives (PLIs) in the 14 sectors for the *Aatmanirbhar Bharat* vision received an outstanding response, with a potential to create 6 million new jobs (as per government estimates).

The five focus points of the *Aatmanirbhar Bharat Abhiyan* are economy, infrastructure, system, vibrant demography, and demand. Its five phases are:

- Phase I: Businesses including MSMEs
- Phase II: Poor, including migrants and farmers.

– Phase III: Agriculture

– Phase IV: New horizons of growth

– Phase V: Government reforms and enablers

Table 3: Sector-wise focus of *Atmanirbhar Bharat* Vision

Sector	Government spends	Key schemes
Renewable energy	~Rs 1300 billion	● Rs 45 billion Production Linked Incentive Scheme 'National Programme on High Efficiency Solar PV Modules'. This was further increased by Rs 195 billion in the budget for fiscal 2023, taking it to Rs 240 billion; in Tranche I 8.7 GW and in Tranche II 39.6 GW capacity were allocated for domestic solar module manufacturing capacity under PLI. ● PM Surya Ghar Muft Bijli Yojna: This scheme has a proposed outlay of Rs. 750 billion and aims to light up 10 million households (rooftop solar) by providing up to 300 units of free electricity every month. ● Public procurement (Preference for 'Make in India') to provide for purchase preference (linked with local content) in respect of renewable energy (RE) sector ● Implementation of Pradhan Mantri Kisan Urja Suraksha Utthan Mahabhiyan (PM KUSUM) scheme; MNRE, in November 2020, scaled up and expanded the PM KUSUM scheme to add 30.8 GW by 2022 with central financial support of Rs 344.22 billion. The scheme has been extended till March 31, 2026 ● Approved Models & Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019 ● List of manufacturers and models of solar PV modules recommended under ALMM Order ● Scheme of grid connected wind-solar hybrid power projects ● Basic customs duty (BCD) of 25% on solar cells and 40% on modules, respectively, effective April 1, 2022
Power distribution companies (discoms)	~Rs.970 billion	● Rs 1.35 trillion liquidity infusion for discoms via Power Finance Corporation/ Rural Electrification Corporation (PFC/ REC) against receivables ● Rebate for payment to be received by generation companies (gencos) to be passed on to industrial customers. ● Revamped Distribution Sector Scheme (RDSS) to help discoms improve their operational efficiencies and financial sustainability by providing result-linked financial assistance; outlay of Rs 3037.58 billion over 5 years i.e., fiscals 2022 to 2026. The outlay includes an estimated Government Budgetary Support (GBS) of Rs 976.31 billion.
Agriculture procurement and sales	Rs 40 billion	● Amendment in the Essential Commodities Act for deregulation of sales of agricultural produce, including field crops, onions, and potatoes. ● Working capital limit of Rs 67 billion sanctioned for procurement of food grains to state government entities. ● Rs 35 billion was allocated for the distribution of 5 kg rice/wheat and 1 kg pulses to 80 million non-card holder migrants. ● Rs 5 billion allocated under Operation Greens for facilitation of sales of horticulture produce through a 50% subsidy on storage and transport
Agri-allied	Rs 725 billion	● Additional allocation of Rs 400 billion for Mahatma Gandhi National Rural Employment Guarantee Act (MGNREGA) ● Rs 200 billion for fishermen over the next five years under Pradhan Mantri Matsya Sampada Yojana ● Rs 133.43 billion for eradication of foot and mouth disease in Indian livestock population

Sector	Government spends	Key schemes
		● Rs 150 billion for Animal Husbandry Infrastructure Development Fund (AHIDF) ● Rs 40 billion for enhanced cultivation of herbal and medicinal plants ● Rs 5 billion for the Indian apiculture industry ● Rs 100 billion for the formulation of micro food enterprises
Mining	Nil	● Expected to offer 500 mineral blocks, including 50 coal. ● Promoting commercial coal mining (ordinance to remove captive end-use restriction passed in January 2020); government to expedite policy formulation and auction process. ● Government to allow composite exploration/auction of coal bed methane reserves for extraction. ● Rebate offered on revenue sharing quantum to incentivise early operationalisation/ higher produce. ● Provision of Rs 500 billion for evacuation infrastructure
New Energy	Rs. ~388 billion	● Rs 181 billion under the PLI scheme for Advanced Chemistry Cell (ACC) Battery Storage in India launched in October to achieve 50 GWh manufacturing capacity. ● Green Hydrogen Policy was launched in February 2022 to facilitate the production of green hydrogen/green ammonia. ● PLI scheme on green hydrogen manufacturing with an initial outlay of Rs 197.44 billion with an aim to boost domestic production of green hydrogen

Source: Official portal of the Government of India; various ministries, PIB press releases, Crisil Intelligence

Tailwinds for growth in manufacturing in India

Some of the tailwinds for growth in manufacturing in India are summarised below:

- **Make in India:** The Make in India initiative was launched by Prime Minister in September 2014 to encourage foreign companies to set up manufacturing units in India. The initiative's focus on developing a robust manufacturing sector promises to elevate India's economic trajectory and generate employment opportunities for its vast young workforce. Now, with the "Make in India 2.0" phase encompassing 27 sectors, the program continues to drive forward with significant achievements and renewed vigour, reinforcing India's position as a major player in the global manufacturing landscape.

- **Startup ecosystem/ Startup India:** Startup India, launched on January 16, 2016. is an initiative by the Government of India to promote entrepreneurship and startup ecosystem in the country. The initiative aims to foster a culture of innovation and entrepreneurship in India, and to create a supportive ecosystem for startups to grow and thrive. Under this initiative, eligible companies can get recognised as Startups by Department for Promotion of Industry and Internal Trade (DPIIT), to access a host of tax benefits, easier compliance, IPR fast-tracking and more.

- **Digital India:** Digital India, launched on July 1, 2015, with the vision to transform India into a digitally empowered society and knowledge economy. Digital India has been improving the lives of all citizens through the digital delivery of services, expanding the digital economy and employment opportunities.

- **PLI Scheme:** Production Linked Incentive (PLI) Schemes for 14 key sectors have been announced with an outlay of Rs. 1.97 trillion (over US$26 billion) to enhance India's Manufacturing capabilities and Exports. The purpose of the PLI Schemes is to attract investments in key sectors and cutting-edge technology; ensure efficiency and bring economies of size and scale in the manufacturing sector and make Indian companies and manufacturers globally competitive.

- **National Manufacturing policy:** The Government of India has announced a national manufacturing policy with the objective of enhancing the share of manufacturing in GDP to 25% within a decade and creating 100 million jobs. It also seeks to empower rural youth by imparting necessary skill sets to make them employable.

- **GST Reforms:** In July 2017, India implemented the Goods and Services Tax (GST). GST replaced a fragmented and complex indirect tax regime and simplified taxation and optimised logistical costs.

- **Increasing FDI:** India remains one of the most popular FDI destinations in the world, ranking as the eighth-largest recipient of FDI in 2023, the third-highest recipient of FDI in greenfield projects and the second-highest recipient of FDI in international project finance deals according to the World Investment Report 2023.

- **R&D:** Research and development (R&D) in manufacturing in India has gained significant importance in recent years, driven by the government's initiatives to promote innovation and entrepreneurship in the country, infrastructure development, and a growing demand for innovative products and services.

- **Logistical Advantages:** Due to its strategic location, India has access to major markets, trade routes, ports. India's infrastructure is upgrading to improve logistics and warehousing. Also, with free trade agreements with various countries, there have been enhanced trade relations.

Budget 2024

The Union Budget for fiscal 2024-25 has announced several significant initiatives for boosting the manufacturing sector. Some of the areas of importance include infrastructure development, technological advancement, and sustainability. Some key budget announcements for these areas include:

Infrastructure development

- The government will endeavour to maintain strong fiscal support for infrastructure over the next 5 years, in conjunction with imperatives of other priorities and fiscal consolidation. For fiscal 2025, the Budget has provided Rs. 11,111.11 billion for capital expenditure (~3.4% of GDP).

- Government will facilitate development of investment-ready "plug and play" industrial parks with complete infrastructure in or near 100 cities, in partnership with the states and private sector, by better using town planning schemes.

- Twelve industrial parks under the National Industrial Corridor Development Programme will also be sanctioned.

Technological advancement

- The government will operationalize the *Anusandhan National Research Fund* for basic research and prototype development. Further, a mechanism will be set up for spurring private sector-driven research and innovation at commercial scale with a financing pool of Rs. 1 trillion in line with the announcement in the interim budget.

- India has successfully used technology for improving productivity and bridging inequality in our economy during the past 10 years. Public investment in digital infrastructure and innovations by the private sector have helped in improving access to all citizens, particularly the common people, to market resources, education, health and services. The Government will step up the adoption of technology towards digitalization of the economy.

- For improving data governance, collection, processing and management of data and statistics, different sectoral data bases, including those established under the Digital India mission, will be utilized with active use of technology tools.

Sustainability

- A taxonomy will be developed for climate finance for enhancing the availability of capital for climate adaptation and mitigation. This will support the achievement of the country's climate commitments and green transition.

- A Critical Mineral Mission will be set up for domestic production, recycling of critical minerals, and overseas acquisition of critical mineral assets. Its mandate will include technology development, skilled workforce, extended producer responsibility framework, and a suitable financing mechanism.

Skilling

- A new centrally sponsored scheme is announced as the 4th scheme under the Prime Minister's package, for skilling in collaboration with state governments and Industry. 2 million youth will be skilled over a 5-year period. 1,000 Industrial Training Institutes will be upgraded into hub and spoke arrangements with outcome orientation. Course content and design will be aligned to the skills needs of industry, and new courses will be introduced for emerging needs.

- Additionally, the **Model Skill Loan Scheme** will be revised to facilitate loans up to Rs.0.75 million with government-backed guarantees, benefiting 25,000 students annually.

MSMEs

- The budget provided special attention to MSMEs and manufacturing, particularly labour-intensive manufacturing.

- A package covering financing, regulatory changes and technology support for MSMEs to help them grow and compete globally.

- For facilitating term loans to MSMEs for purchase of machinery and equipment without collateral or third-party guarantee, a credit guarantee scheme will be introduced. The scheme will operate on pooling credit risks of such MSMEs. A separately constituted self-financing guarantee fund will provide, to each applicant, guarantee cover up to Rs. 1 Billion, while the loan amount may be larger. The borrower will have to provide an upfront guaranteed fee and an annual guarantee fee on the reduced loan balance.

- Public sector banks will build their in-house capability to assess MSMEs for credit, instead of relying on external assessment. They will also take a lead in developing or getting developed a new credit assessment model, based on the scoring of digital footprints of MSMEs in the economy. This is expected to be a significant improvement over the traditional assessment of credit eligibility based only on asset or turnover criteria. That will also cover MSMEs without a formal accounting system.

- A new mechanism announced for facilitating continuation of bank credit to MSMEs during their stress period. Credit availability will be supported through a guarantee from a government promoted fund.

- The limit of Mudra loans will be enhanced to Rs. 2 million from the current Rs. 1 million for those entrepreneurs who have availed and successfully repaid previous loans under the 'Tarun' category.

- SIDBI will open new branches to expand their reach to serve all major MSME clusters within 3 years and provide direct credit to them.

- To enable MSMEs and traditional artisans to sell their products in international markets, E-Commerce Export Hubs will be set up in public-private-partnership (PPP) mode. These hubs, under a seamless regulatory and logistic framework, will facilitate trade and export related services under one roof.

Impact of the current geopolitical situation

Geopolitical situations can have a significant impact on the manufacturing sector, affecting supply chains, labour availability, access to technology, production and ultimately, the overall economy. Some of the impacts include:

Raw Material Availability: Geopolitical situations can impact on the access, availability and pricing of key raw materials (specially concentrated in a certain region), such as metals and minerals. This can affect the manufacturing processes and lead to an increase in production costs.

Supply Chain Disruptions: Geopolitical tensions can disrupt supply chains, particularly if they involve countries with complex international relationships resulting in delays, shortages, and increased costs.

Investment and expansion: Geopolitical uncertainty can discourage investors/companies from investing in new manufacturing facilities, expansion projects, or research and development, as they may be hesitant to commit resources to uncertain markets.

Workforce and Labour: Geopolitical uncertainty can affect the availability and movement of skilled workers which may impact the manufacturing productivity and efficiency.

Infrastructure and Logistics: Geopolitical situations can impact the development and maintenance of infrastructure, such as ports, roads, and bridges, which are critical to manufacturing and logistics.

Some of the current geopolitical situations include:

The ongoing trade war between the West and China is changing the Global supply chain scenario. The USA and the EU employ trade policies, tariffs, and negotiations to counterbalance China's economic influence, driven by concerns over unfair trade practices, market access, and intellectual property rights. This has led to tariffs on billions of dollars' worth of goods and disrupted global supply chains. However, this has also provided an opportunity for other Countries to increase their exports to the USA and the EU.

The conflict in Ukraine, which has led to a global supply chain disruption. The war has resulted in rising prices for energy, commodities and food, thereby leading to a rise in global inflation.

Transformer market overview and outlook

Global transformer market

The global transformers market is experiencing accelerated growth, driven by the increasing demand for power and rapid industrialization worldwide. As economies prioritize energy efficiency and reduced carbon emissions, the need to upgrade and expand power infrastructure has become paramount. Notably, emerging economies are witnessing significant investments in power generation and transmission, which is expected to further stimulate the transformer market.

Furthermore, government initiatives aimed at modernizing existing power grids and installing advanced power transformers are anticipated to have a positive impact on the market in the coming years. Advances in transformer design and technology, including the integration of smart grids and digital monitoring systems, are enhancing operational efficiency and reliability. Additionally, the growing demand for electric vehicles and charging infrastructure is also contributing to the increased demand for transformers.

Growth drivers, restraints, and success factors

The industry in the recent years has witnessed growth owing to the increasing demand for electricity and favourable regulatory reforms toward the expansion of the existing grid infrastructure. The provision of affordable uninterrupted electricity has been a major thrust area for the regulators, which clearly drives the reforms and policies undertaken. Manufacturers across the globe through extensive R&D activities and inorganic strategic implications have been strengthening their market presence. Henceforth, expansive industrial strategies along with the rapid integration of cost-competitive and efficient products will steer the industry potential.

Growth drivers

Refurbishment demand for existing grid infrastructure

The high voltage power transformer industry across the North America region is experiencing significant growth primarily due to the ongoing modernization and revamping of the existing grid infrastructure. The U.S. Department of Energy, specifically through the Office of Electricity Delivery & Energy Reliability, has been collaborating with private and public partners to strengthen, improve, and transform the energy infrastructure to ensure secure, clean, and reliable energy resources for the region.

As a result of these efforts, there is a strong inclination towards enhancing the existing grid infrastructure across North America. This commitment to grid improvement is expected to drive the growth of the transformer industry in the region, as transformers play a crucial role in power transmission and distribution within the grid. With the focus on achieving a more secure, efficient, and resilient energy system, the demand for advanced and high-quality transformers is expected to increase, creating opportunities for growth and development within the industry.

The electric infrastructure is facing the challenge of aging and being pushed to operate beyond its original design capacity. With more than 70% of the overall transmission and distribution infrastructure being over 25 years old, there is a pressing need for upgrades to enhance grid stability. As a response to this situation, the modernization of grid networks to make them "smarter" and more resilient is gaining momentum, driven by the integration of innovative equipment, technologies, and controls. These smart monitoring units and sustainable electricity networks work together to deliver electricity more reliably and efficiently. They have the potential to significantly reduce the frequency and duration of power outages, ensuring faster service restoration and minimizing storm impacts during disruptions.

Growing deployment of renewable energy

In recent years, the European sub-continent has experienced significant growth in the renewable energy sector, driving the expansion of the industry. Growing concerns over greenhouse gas emissions and the implementation of stringent energy-efficiency norms have created a favourable business environment for renewable energy development. The positive outlook towards renewable energy integration is further supported by regulatory initiatives aimed at establishing a sustainable energy mix across Europe.

Regulators in Europe have implemented favourable policies, such as incentives, feed-in tariffs, leveraging schemes, and subsidies, to promote the deployment of clean energy sources. These policy enactments related to renewable energy adoption are expected to propel the growth of the transformer market in the region. Furthermore, European Commission is implementing its REPowerEU Plan, launched in May 2022 to phase out Russian fossil fuel imports has also accelerated the transition to clean energy.

The Government of India is also focusing on demand substitution by promoting natural gas as a fuel, increasing the share of renewable and alternative fuels such as ethanol, biodiesel and electric vehicles to reduce dependence on fossil fuel imports.

Increasing demand for electricity

The transformer market over the years has witnessed a sheer progression on account of an exponential increase in the demand for electricity. Rising investments to establish a sustainable electrical network coupled with favourable regulatory reforms pertaining to rural electrification will fuel the product penetration across the regions.

Increasing peak load demand across the developed countries of the region is imposing concerns in line with grid stability and security of supply. Ongoing measures to refurbish conventional grid infrastructure adhered by the rapid adoption of smart transmission and distribution technologies will stimulate the product demand across the continent.

Furthermore, an exponential rise in the demand for energy accelerated by the flourishing industrial sector will escalate the expansion of high-voltage grid networks. The rapid deployment of high-voltage units to cater to the increasing demand across industries will accelerate the product demand. India, Indonesia, and China in the recent years have witnessed large-scale investments from leading manufacturers across the globe. The growing demand for manufactured products coupled with the rapid expansion of manufacturing units to cater to the demand will drive the business outlook across the nations.

In addition, the growing population and the ongoing migration across suburban areas have considerably led to an increase in the peak load demand across the regions. Rapid commercial expansion coupled with urbanization has further created a favourable business scenario. Thereby, favourable industry trends coupled with regulatory measures to sustain the rising electricity demand across the region will comprehensively augment the industry landscape.

Growing investment toward expansion of electricity networks

The energy demand in Latin America is on the rise, propelled by significant urbanization across the region. As a result, there is a considerable need for expanding and retrofitting the existing grid infrastructure to meet the growing electricity needs. In Africa, where effective grid networks are lacking, there are increasing investments from both public and private entities to enhance the domestic power industry, further driving the regional industry dynamics. Additionally, the rapid commercial expansion in the GCC, coupled with cross-border interconnection measures, has created a favourable environment for the transformer market.

Investments in regional projects will play a crucial role in driving renewable energy-related investments by entities based in the GCC. Besides direct investments in renewable energy projects, both public and private entities have also focused on developing the transmission and distribution networks within the region's renewable energy value chain.

In Latin America, industry participants have been prioritizing the expansion of transmission networks, capitalizing on a favourable regulatory environment that supports industrial growth across the region. The surging demand for electricity, driven by rapid urbanization and commercialization, has created a favourable business landscape for the power industry. As a result, the regional power industry is expected to experience substantial growth over the forecast timeline, which will drive the expansion of the transformer market.

Africa have been facing frequent power outages and significant line losses, prompting regulatory authorities to prioritize improvements in the energy sector. Governments in the region are actively working on expanding transmission networks to meet the growing energy demand and are integrating smart grid systems to enhance the security and reliability of electricity supply. The re-establishment of the power sector in war-affected Gulf nations presents immense growth potential for the industry. Additionally, leading manufacturers in the region are expanding their industrial units to avoid high export taxes, creating a favourable business environment. The combination of a positive industrial outlook and supportive regulatory measures for the expansion of transmission networks to meet the rising energy demand will significantly boost the demand for transformers in GCC and Africa. Governments' efforts to improve the energy infrastructure and ensure a reliable electricity supply will drive the growth of the transformer market in these regions.

Restraints

The production and installation of transformers, particularly high-voltage and specialized variants, can be a costly endeavour. The substantial upfront investment required for the procurement, installation, and maintenance of transformers can pose a significant barrier to adoption or upgrading of transformer infrastructure for certain organizations and regions. The pricing of power transformers is subject to considerable variation, influenced by a range of factors including Basic Insulation Level (BIL) rating, MVA rating, core design, assured losses, tank design, and others. Consequently, the high initial cost associated with high-voltage transformers is anticipated to hinder market growth over the forecast period.

- **Manufacturing capacity constraints -** The transformer industry faces a significant restraint in the form of manufacturing constraints, particularly with regards to the production of transformer cores. The increasing demand for grain-oriented electrical steel, a critical material used in transformer cores, from adjacent industries such as electric motors and EV chargers, has led to a diversion of supply. Furthermore, the growing demand for transformers with voltages over 100 kV, driven by factors such as aging grid infrastructure, new renewable-energy generation, and expanding electrification, has put additional pressure on manufacturers. The customized nature of large transformers, which are designed to meet specific substation or power plant requirements, slows down manufacturing and makes replacement of failed transformers more challenging.

- **Cost Pressure –** Transformers are capital-intensive equipment, and their installation often requires significant expenditure. This can deter investments, especially in cost-sensitive projects or developing economies. While newer transformer technologies like smart transformers or energy-efficient designs offer long-term savings, they often involve higher upfront costs that may not align with short-term budgets.

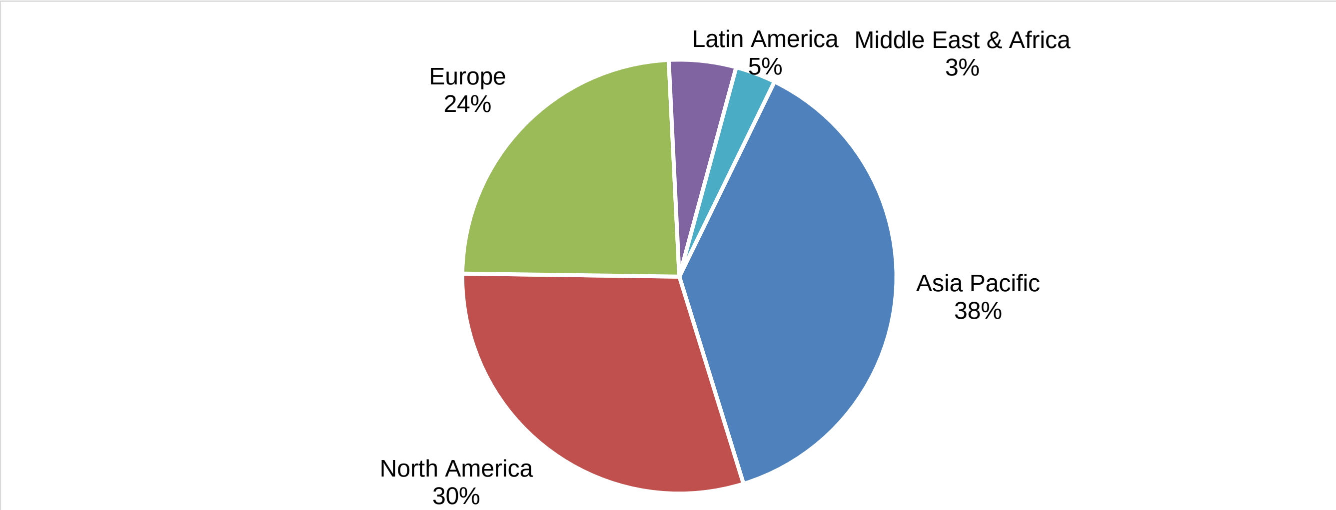
- **Extended Lead Times –** Transformers are highly customized products that require precision engineering, leading to extended manufacturing times. Dependence on global suppliers for critical components, along with logistics challenges, can delay project timelines. Recent disruptions, such as those caused by the COVID-19 pandemic, have exacerbated lead times.

- **Fluctuations in Raw Material Prices –** Transformers rely heavily on raw materials like copper, aluminum, silicon steel, and insulation oil. Fluctuations in the prices of these materials can significantly impact production costs and profitability. Geopolitical tensions, trade restrictions, and supply shortages can exacerbate raw material price volatility, increasing the financial burden on manufacturers and customers.

Major transformer-producing regions

The Asia-Pacific region, particularly China and India, has been a significant contributor to the growth of the transformer manufacturing industry, driven by rapid industrialization and infrastructure development. Companies like ABB, General Electric, Mitsubishi Electric, Schneider Electric, Siemens, and TBEA.

Figure 13: Major transformer producing regions

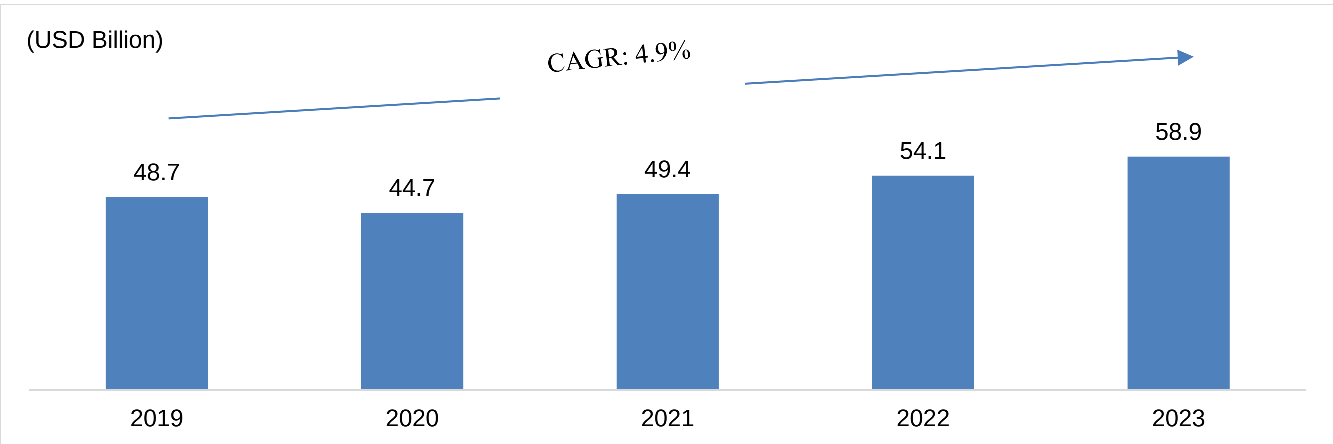


Source: Industry, Crisil Intelligence

Total market size actuals and estimates

Escalating infrastructural spending supported by favorable norms pertaining to the refurbishment and expansion of existing grid networks have instilled an upsurge in the demand for power transformers. Rapid urbanization along with ongoing industrial expansion across the developing economies will further augment business growth. Increasing demand for the upgradation and replacement of aging electric network across the North America & Europe region have instituted a favorable industrial scenario. During the last five years, the global transformer market has grown at a CAGR of ~4.9%.

Figure 14: Global historical market size of transformers



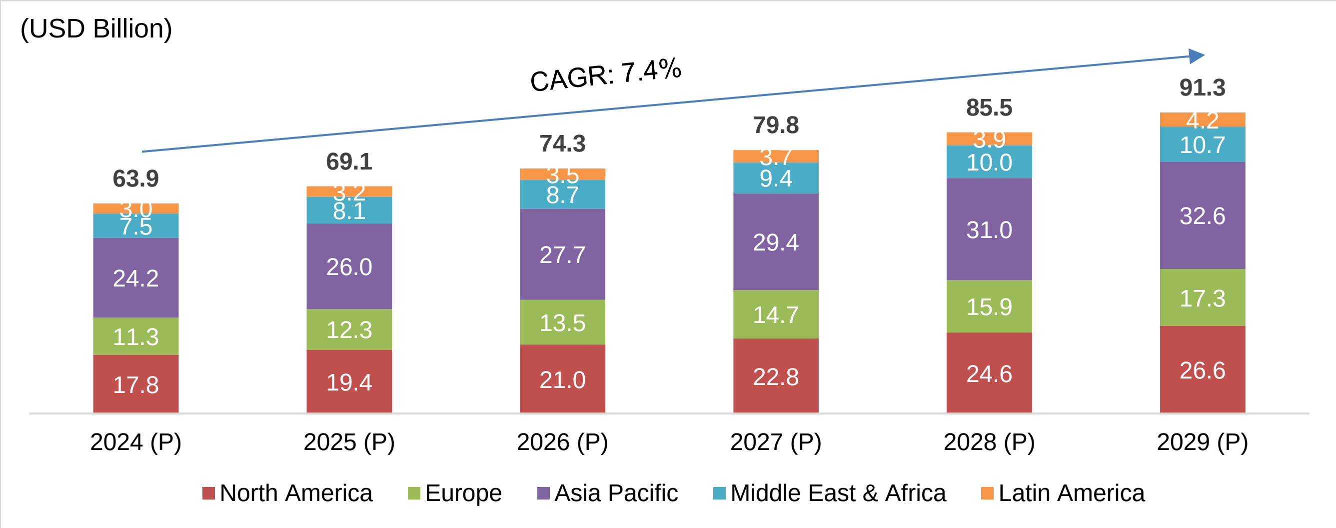
Source: Global Market Insights, Crisil Intelligence

The growing focus toward replacement of the existing electrical equipment with advanced high-quality systems will further fuel the product demand. In addition, an upsurge in the electricity demand coupled with favourable regulatory reforms toward the expansion of the existing grid infrastructure will drive the transformer market. The provision of affordable uninterrupted electricity has been a major thrust area for the regulators, which clearly drives the reforms and policies undertaken. Government efforts to enhance energy efficiency coupled with an increased focus on the addition of power generation capacity will further boost the industry growth. Moreover, the U.S. government has introduced policies and incentive schemes with an aim to integrate sustainable resources and improve the conventional electrical networks across the rural areas.

Shifting trends toward energy-efficient technologies will drive the transformer market size in Europe. T&D retrofitting industry plays a vital role in raising the transformer demand across the region. Over half of the installed transformers in the region have been operating for over 25 years and need to be replaced. The rising electricity demand will significantly impact the investments in Europe T&D retrofitting industry, which will also influence the transformer market size in the coming years.

As per the above-mentioned growth drivers the global transformer market is expected to reach over USD 90 billion by 2029 at an annual growth rate of ~7.4% between 2024 -2029. North America and Asia Pacific regions constitute over 65% of the market share and would continue to dominate the market.

Figure 15: Global region wise transformer market outlook



(P): Projected;
Source: Global Market Insights, Crisil Intelligence

Domestic transformer market overview and outlook

Growth drivers, restraints, and success factors

Growth drivers:

- **Increasing electricity demand –** India's transformer market is driven by the relentless growth in electricity demand, with per capita consumption surging by over 50% in the last decade. As the population expands and the economy grows, the country's energy needs are on a steady upward trend. The government's efforts to electrify rural areas and provide uninterrupted power supply to urban regions have further accelerated the demand for transformers. These devices play a crucial role in transmitting power efficiently, stepping up voltage from generation stations and stepping it down for distribution to end-users. As electricity demand continues to soar, the need for reliable and efficient transformers becomes increasingly critical to ensure uninterrupted power delivery across the country.

- **Rapid industrialization and urbanization** – The rapid industrialization and urbanization of India are key factors propelling the growth of the country's transformer market. As the economy continues to expand, new industries are emerging and existing ones are scaling up, creating a surge in demand for reliable power supply to support manufacturing and other industrial activities. Efficient power transmission over long distances, minimal energy losses, and grid stability are critical, making transformers an essential component. Furthermore, urbanization is driving up electricity demand in residential, commercial, and infrastructure projects, necessitating the use of advanced power transformers to manage the increasing load on the electrical grid.

- **RE integration –** A significant trend shaping India's high voltage power transmission market is the increasing adoption of renewable energy sources. With the country aiming to reach 500 GW of non-fossil capacity by 2030, there is a growing requirement for high voltage power transformers that can accommodate the variable and intermittent nature of renewable energy generation. As per Central Electricity Authority (CEA), the need for significant investments in India's transmission infrastructure to integrate over 500 GW of renewable energy capacity by 2030. Approximately 162,646 ckm of transmission lines and 1,159,805 MVA of substation capacity will be required to connect additional generation capacity including wind, solar, energy storage and potential RE zones to the grid between fiscal 2025-32 which are located in remote areas and are concentrated in a few states.. 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 9.16 trillion has been planned to augment power transmission infrastructure capacity in the country by 2032.

As per CEA’s National Electricity Plan, the Interstate transmission system for 82.2 GW RE capacity is under construction and for 55.0 GW capacity is under bidding. Furthermore, under Green Energy Corridor scheme, a total of 52,426 MVA of substation capacity and 17,341 ckm of transmission lines have been envisaged to cater over 42 GW of RE capacity. Of this, 9,135 ckm of transmission lines have been constructed and 21,313 MVA of substation capacity have been charged as of June 2024.

As India transitions towards its renewable energy goals, the demand for advanced transformers that can efficiently manage the intermittent nature of renewable power generation is expected to rise sharply. This shift will require transformers equipped with smart grid technologies, phase-shifting capabilities, and voltage regulation features, which will significantly reshape the market dynamics for transformers in India.

- **Increasing thermal and hydro generation capacities –** As per CEA’s National Electricity Plan, the projected peak demand of India to reach 277 GW by fiscal 2027 and 366 GW by fiscal 2032. To meet the rising demand, the government has planned to add over 40 GW of thermal and over 15 GW of hydro plants by 2032. This would increase the transformer requirements in India including auxiliary transformers and service transformers.

- **Government initiatives –** Government initiatives have played a crucial role in driving the growth of the transformer market in India. Schemes such as the Green Energy Corridors (GEC) initiative and the Revamped Distribution Sector Scheme (RDSS) have been instrumental in accelerating electrification, upgrading transmission infrastructure, and ensuring reliable last-mile connectivity. The GEC-II scheme aims to integrate about 19.4 GW of RE capacity into the intra-state system, thereby creating a significant demand for transformers. These initiatives not only stimulate demand for transformers but also encourage investments in modernization and capacity enhancement across the power sector value chain, ultimately driving the growth of the transformer market in India**.**

- **EV charging infrastructure, railways and data centres –** The Indian power sector is poised for significant growth, driven by strong demand from high-growth end markets such as data centers and EV charging networks. As these industries expand, they will place additional pressure on grid capacity and resiliency, necessitating the deployment of new, modern transformers. Furthermore, the Indian Railways' shift towards high-speed trains has created a surge in demand for transformers operating between 66 kV and 133 kV voltage levels. The accelerated roll-out of high-speed trains, metro lines, and freight corridors is expected to fuel a significant increase in transformer demand in India over the next few years, presenting opportunities for the transformer industry to grow and evolve.

- **Smart grid development –** A key trend driving the market is the focus on grid modernization and the development of smart grids. The adoption of smart grid technologies, which rely on digital communications and automation, necessitates the use of advanced transformers that can support intelligent grid management. These smart grids optimize power distribution, enable faster fault detection and response, and facilitate better power flow management. The integration of high-voltage transformers with smart grid capabilities is critical for building a resilient and responsive power infrastructure. The Indian government's national smart grid mission, for instance, aims to accelerate the deployment of smart grids across the country, further underscoring the importance of these advanced transformers.

- **Enhanced steel production targets by Government of India:** National Steel Policy (NSP) 2017 had set ambitious targets to achieve a crude steel capacity of 300 million tonnes by 2030-31, with an expected production of 255 million tonnes of crude steel and 230 million tonnes of finished steel. Additionally, Union Minister of Commerce and Industry, Shri Piyush Goyal during his address at the 5th edition of ISA Steel Conclave (September 2024) in New Delhi set a target of 500 mn tonnes of steel production by 2034. This should drive the demand for furnace transformers which are used to feed electric furnace used to melt and refine materials. With very high secondary current and wide voltage regulations, the furnace transformers are best suited for furnace requirements.

- **Increased focus on HVDS:** To improve quality (Voltage profile) of electric supply, reducing the 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 center, and small size single phase distribution transformers ranging from 10KVA to 50KVA depending on load requirement are installed on poles to supply power to consumers. However, safety clearances are to be taken in to account during laying of 11 KV lines in the narrow streets. The HVDS system has more 11 KV Line and more DTs but virtually No LT lines or very less LT lines as compared to LVDS system. This is also expected to drive the demand for transformers.

- **Micro grid –** Microgrids are small-scale, local energy systems that can operate in isolation from the main grid, providing reliable and efficient energy to remote or off-grid communities. Microgrids have gained significant attention in recent years as a means to promote renewable energy, energy access, and rural development. The distributed energy systems, including rooftop solar and microgrids, are growing in India due to both policy incentives and economic viability. As a result, there has been a notable expansion of micro-grid networks which will drive demand for small-scale specialty transformers suited for localized applications.

Restraints:

- **High initial investment –** One of the key challenges hindering the growth of the Indian transformer market is the high upfront investment required for the manufacturing, installation, and maintenance of transformers. The substantial financial resources needed can be a significant barrier for smaller utilities and companies with limited budgets, making it difficult for them to adopt advanced transformer technologies. Furthermore, the long payback period associated with these investments can also deter stakeholders from committing power transformers, thereby limiting the widespread adoption of these technologies.

- **Technical and operational challenges –** Power transformers in India are susceptible to various technical and operational challenges that can compromise their performance and reliability. Common issues such as overheating, insulation failure, and electromagnetic interference can cause transformer malfunctions and outages, leading to significant disruptions. The intricate nature of these transformers demands specialized expertise for their operation and maintenance, and the shortage of skilled professionals can exacerbate these technical challenges. Furthermore, the increasing integration of renewable energy sources adds complexity to transformer operations, as they must adapt to fluctuating power loads and maintain grid stability, posing additional technical hurdles.

- **Supply chain disruptions –** The Indian power transformer market faces significant challenges due to supply chain disruptions and raw material shortages. The production of high voltage transformers relies heavily on the availability of critical raw materials such as copper, steel, and specialized insulating materials. Any disruption in the supply of these materials, whether due to geopolitical tensions, trade restrictions, or natural disasters, can lead to production delays and increased costs. Moreover, the global competition for these materials can result in price volatility, which can have a ripple effect on the overall cost structure of transformer manufacturing, ultimately impacting the industry's competitiveness and profitability.

- **Aging infrastructure –** India's power infrastructure is facing significant challenges, with many existing transmission and distribution networks being outdated and unable to support the increased load and advanced technology required for modern transformers. The need to upgrade these aging infrastructures requires substantial investment and collaborative efforts between government agencies and private stakeholders. The slow pace of infrastructure modernization can hinder the deployment of new transformers, limiting the market's growth potential and creating a bottleneck for the adoption of advanced technologies. As a result, the power transformer market in India is constrained by the need for infrastructure upgrades, which can impact its overall development and expansion.

Key Government Initiatives to boost transformer manufacturing in India

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.

Domestic transformer market regulatory framework

There are various regulatory authorities and standards oversee transformer safety and compliance in India, guaranteeing safe design, manufacture, and operating procedures throughout the electrical sector.

- **Bureau of Indian Standards (BIS):** In India, the mandatory BIS certification for transformers has led to a significant improvement in product quality and a reduction in failure rates. The BIS, India's national standards organization, is responsible for establishing and enforcing guidelines for various products, including transformers. By publishing standards that outline performance norms, testing protocols, and safety requirements, the BIS ensures that transformers meet rigorous quality and safety benchmarks. The implementation of BIS standards has resulted in a standardized product, which has enhanced the overall quality and reliability of transformers produced in the country. Some of the fundamental requirements are:

    - *IS 2026 (Power Transformers)* - It is a comprehensive standard that sets out the specifications for power transformers, encompassing performance, testing, design, and construction. The standard covers a range of critical aspects, including dielectric testing, temperature increase limitations, insulation levels, and short-circuit withstand capacity. By adhering to IS 2026, power transformers are ensured to meet stringent performance standards and operate safely in diverse environments, providing users with confidence in their reliability and functionality.

    - *IS 1180 (Distribution Transformers)* - This standard specifically designed for distribution transformers, outlines essential criteria for energy efficiency, insulation, temperature rise, and mechanical strength. Additionally, this standard provides guidelines for the eco-friendly design of distribution transformers, which not only enhance energy efficiency but also minimize their environmental impact.

- *IS 3024 (Electrical Steel)* – It sets forth specifications for electrical steel used in transformer cores, emphasizing the importance of high-quality materials in achieving optimal transformer performance. By adhering to this standard, transformer core materials must demonstrate the necessary magnetic and mechanical properties, ultimately leading to improved transformer efficiency and reduced core losses.

- **Central Electricity Authority (CEA):** CEA plays a crucial role in regulating India's electrical industry, issuing rules and guidelines for the installation, operation, and maintenance of various electrical equipment, including transformers. To ensure accident-free and reliable operation, electrical installations must comply with the CEA's stringent safety regulations. The CEA's comprehensive requirements provide a framework for the safe installation, use, and maintenance of transformers, thereby guaranteeing a secure and efficient electrical infrastructure provided by the CEA’s Safety Regulations which are as follows:

  - *Installation requirements:* The specifications provide detailed installation requirements for transformers, covering essential aspects such as site selection, foundation design, grounding, and clearances. Adherence to these guidelines ensures that transformer installations are safe and reliable, minimizing the risk of electrical failures, fires, and other hazards, and thereby providing a secure operating environment.

  - *Operational safety:* It stipulate essential operational safety precautions for transformer operation, including the implementation of routine checks, continuous monitoring of operational parameters, and the installation of protective devices such as relays and circuit breakers. By following these guidelines, potential issues can be identified and addressed proactively, preventing them from escalating into more severe problems and ensuring the safe and reliable operation of transformers.

  - *Maintenance practices:* This involves periodic checks on oil quality, thermal performance, and insulating resistance to identify potential issues before they become major problems. By detecting and addressing issues such as oil contamination, overheating, and insulation degradation through proactive maintenance, transformer failures can be prevented, and optimal performance can be sustained.

  Further, CEA had issued Guidelines for the Periodicity of Type Tests for Major Equipment used in Electrical Power System, 2022 to set uniformity in the periodicity of type tests in respect of various equipment. However, to to address inconsistencies in type test requirements for equipment across generation, transmission, and distribution segments, the CEA has released revised draft Guidelines in Nov 2024. It includes provisions for extending the validity of type test reports for equipment of similar design and stress levels, ensuring uniformity in periodicity, and rationalising the conditions under which type tests need to be repeated. The draft also outlines specific conditions under which repeated testing may be waived, such as cases where there are no significant changes in design, materials, or manufacturing processes.

Import-exports of transformers India

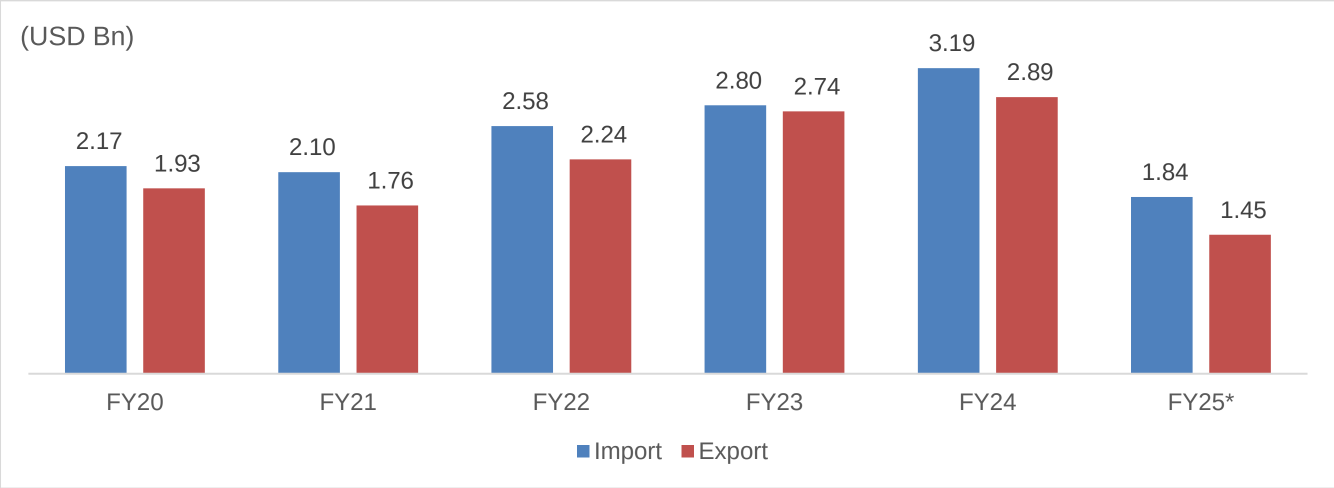
India's electrical transformer trade is a significant aspect of its economy, showcasing its dual role as a global supplier and consumer. The value of exports of transformers (incl. related HS codes) from India was USD 2.89 billion in 2024. The exports of transformers went up by 5.4% compared to 2023. During 2024, key export destinations for transformers include USA, UK, China, UAE, European Countries etc.

Similarly, the value of imports of transformers (incl. related HS codes) to India was USD 3.19 billion in 2024. The imports of transformers went up by 13.8% compared to 2023. During 2024, key import partners countries for transformers include China, Japan, European Countries, Korea etc.

This near parity in trade 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, as global tensions between Ukraine and Russia continue to escalate, highlighting the country's growing importance as a reliable and trusted transformer manufacturer.

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 specialized industrial applications, whereas US supplies advanced products for defence and high-end industrial requirements.

Figure 16: Historical import export of transformers – India



*Note: *Apr-Sep 2024*
HSN Codes: 850410; 850421; 850422; 850423; 850431; 850433; 850434; 850440; 850450 & 850490
Source: Ministry of Commerce, Crisil Intelligence

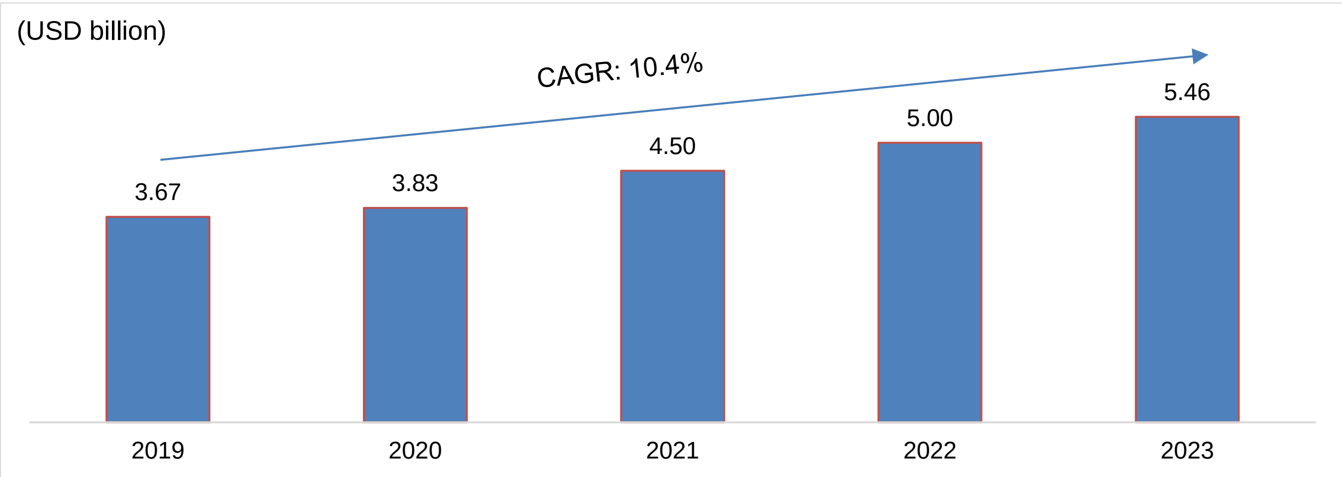
Total market size actuals and estimates

The transformer market is experiencing a significant surge in demand, primarily driven by the rapid expansion of the transmission and distribution sector. India's growing power demand, manufacturing push, and electrification efforts, as well as the country's ambitious green energy transition goal of 500 GW by 2030, are all contributing to a revival of transmission and distribution capital expenditure (capex) activity. According to the Central Electricity Authority's National Electricity Plan, the power transmission segment alone is expected to see a capex of Rs 4.25 trillion by 2027, underscoring the immense opportunities for transformer manufacturers in this space.

India's AC transformation capacity has been steadily increasing, reaching 1,217.58 GVA across the 220-765 kV levels as of March 2024. Over the five-year period from fiscal 2019 to 2024, the AC transformation capacity grew at a CAGR of 6.8%.

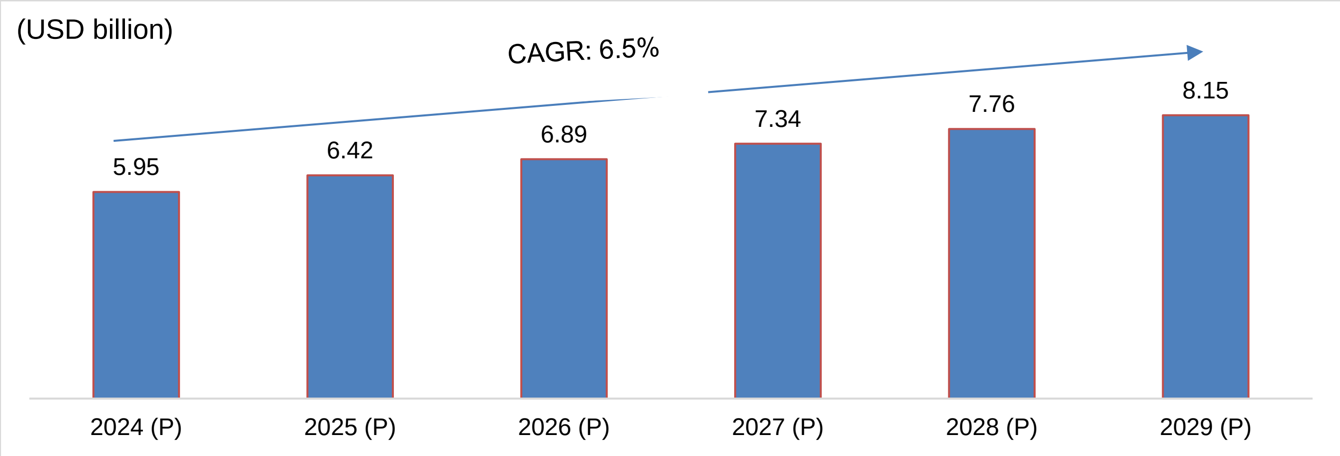
The domestic transformer market is expected to grow by 7-8% in 2024. Transformer segment has registered a growth of 10.4% in between 2019-23 and is expected to grow at CAGR of ~6-7% from 2024-2029.

Figure 17: India historical market size of transformers



Source: Global Market Insights, Crisil Intelligence

Figure 18: India transformer market outlook



(P): Projected;
Source: Global Market Insights, Crisil Intelligence

Transformer technology and innovations

The transformer industry is undergoing a transformative shift, driven by technological innovations that are enhancing efficiency, reliability, and grid resilience. As electricity demand continues to rise, the EHV and UHV power transformer market is poised for significant growth. These transformers play a crucial role in transmitting electricity over long distances with minimal losses, making them essential for efficient power distribution networks. HVDC transformers are particularly important for efficient long-distance power transmission, converting AC to DC in converter stations and enabling the seamless integration of renewable energy sources. By combining transformers with flexible AC transmission systems, utilities can achieve precise control and bidirectional power flow between grids and devices, such as static synchronous compensators, thereby enhancing system efficiency and stability.

Smart transformers, enabled by IoT, AI, and predictive analytics, are revolutionizing maintenance practices by providing real-time monitoring, remote diagnostics, and proactive maintenance, thereby optimizing asset performance and minimizing downtime. Advances in insulation materials, cooling systems, and design optimization techniques are also driving the development of compact, energy-efficient transformers that can operate in diverse conditions.

Energy efficiency has become a top priority for utilities and industries seeking to reduce their environmental footprint and optimize operational costs. Energy-efficient transformers and eco-friendly ester-filled transformers are gaining popularity due to their superior performance, reduced losses, and lower carbon footprint.

The transition of steel mills using glass furnaces to arc furnace transformers due to pollution regulations is also expected to drive demand for suppliers. The range of transformer types, including distribution transformers, autotransformers, and mobile transformers, ensures that utilities and industries can find the right solution for their specific needs.

As renewable energy sources continue to expand, transformers are being adapted to handle the unique challenges of variable and intermittent power generation, contributing to the integration of clean energy into the grid. Additionally, miniaturization and modularization trends enable the development of more compact and scalable transformer designs, catering to space-constrained environments and facilitating rapid deployment. Environmental sustainability considerations are shaping transformer materials and fluids, with a growing emphasis on eco-friendly solutions and lifecycle management practices.

The digital transformation of the energy sector is giving rise to a new era of transformer management, marked by data-driven decision-making, predictive maintenance, and autonomous operation. Advanced monitoring systems, integrated with supervisory control and data acquisition, and cloud-based platforms, enable utilities to tap into vast amounts of operational data, optimizing asset utilization, enhancing grid stability, and streamlining maintenance workflows. As distributed energy resources and microgrids become increasingly prevalent, the need for agile, adaptive transformers that can dynamically manage bidirectional power flows and voltage fluctuations has become more pressing, driving the development of innovative solutions that can meet these evolving demands.

R&D and the importance of having a strong R&D setup

Research and Development (R&D) facilities play a crucial role for transformer manufacturing companies in India, especially given the country's growing energy needs and rapid industrialization. The importance of R&D in this sector and ongoing progress by Indian manufacturers can be summarized as follows:

R&D enables manufacturers to design transformers with improved efficiency, reduced losses, and enhanced performance. New materials and advanced insulating materials, can be developed to meet global standards. Further, with the rapid growth of solar and wind energy in India, transformers need to be designed to handle variable loads and integrate seamlessly with renewable energy sources.

India's diverse climate, varying grid conditions, and high population density necessitate transformers tailored to local requirements. R&D helps design transformers resistant to extreme weather, voltage fluctuations, and overloading. R&D also enables the development of smart transformers equipped with sensors, IoT capabilities, and predictive maintenance technologies, essential for the implementation of smart grids.

Most of the major transformer manufacturers in India had collaborations with reputed international companies, such as Associated Electrical Industries (AEI) U.K.; Alstom, France; Hawker Siddely, U.K.; Hitachi, Japan and Siemens, Germany. Presently, Indian manufacturers have the know-how to design and manufacture transformers upto 400 kV indigenously.

Power transformers market overview and outlook

Global power transformer market

The global rise in infrastructural spending is significantly bolstering the power transformer market. Governments and private sectors worldwide are heavily investing in infrastructure projects, including transportation, residential, and industrial developments, which require robust electrical networks to support growing energy demands. Urbanization, particularly in emerging economies, is a key factor driving this trend. Expanding cities and the establishment of smart cities demand reliable electricity infrastructure, where power transformers are integral for efficient energy distribution and transmission.

The power transformer market is also fueled by extensive upgrades to existing grid networks. Aging infrastructure, particularly in developed regions like North America and Europe, has led to grid inefficiencies, higher maintenance costs, and increased risks of power outages. Many power systems were built decades ago and struggle to handle modern-day electricity demands due to aging equipment and outdated technology. Grid upgrades address these challenges, improving energy reliability, stability, and efficiency—qualities essential for meeting current and future energy demands.

Renewable energy sources like wind and solar energy are inherently variable, depending on weather and time of day. This intermittent nature presents challenges for grid stability, requiring sophisticated solutions to balance supply and demand. Power transformers equipped with advanced monitoring and control systems help address this by managing voltage fluctuations and maintaining a stable power flow. They also support load balancing, which is essential in grids with high penetration of renewables. This flexibility is particularly important in regions with aggressive renewable energy targets, such as the European Union, the United States, and China.

The global shift toward renewable energy is another major factor driving demand for power transformers. As countries aim to reduce carbon emissions and transition to cleaner energy sources, large-scale renewable energy projects have become increasingly common. Power transformers play a crucial role in integrating these renewable sources into existing grid networks, converting electricity generated from wind, solar, and hydro sources into voltages suitable for transmission and distribution.

In the Asia Pacific region, renewable energy integration is accelerating, with countries like India, Japan, and Australia investing in large-scale solar and wind projects. India, for instance, has ambitious plans to increase its renewable energy capacity significantly in the coming years. Power transformers that support grid stability, high voltage transmission, and efficient energy conversion are essential for these developments, as they enable seamless integration of renewable sources into the national grid. In addition, developing countries are significantly adopting clean energy solutions to combat climate change demand for advanced transformers that facilitate stable and efficient integration of renewable power will continue to rise, cementing their importance in the future energy landscape.

Market segmentation by geography

In North America, particularly the U.S. and Canada, the demand for power transformers is driven by initiatives to modernize an aging grid infrastructure and support renewable energy integration. Increasing investment in renewable energy projects, such as wind and solar, requires transformers that can handle the intermittent and distributed nature of clean energy sources.

Europe's power transformer market is highly influenced by stringent regulatory standards targeting environmental sustainability and carbon neutrality. The European Union's Green Deal aims for carbon neutrality by 2050, pushing countries to transition to renewable energy and upgrade grid systems.

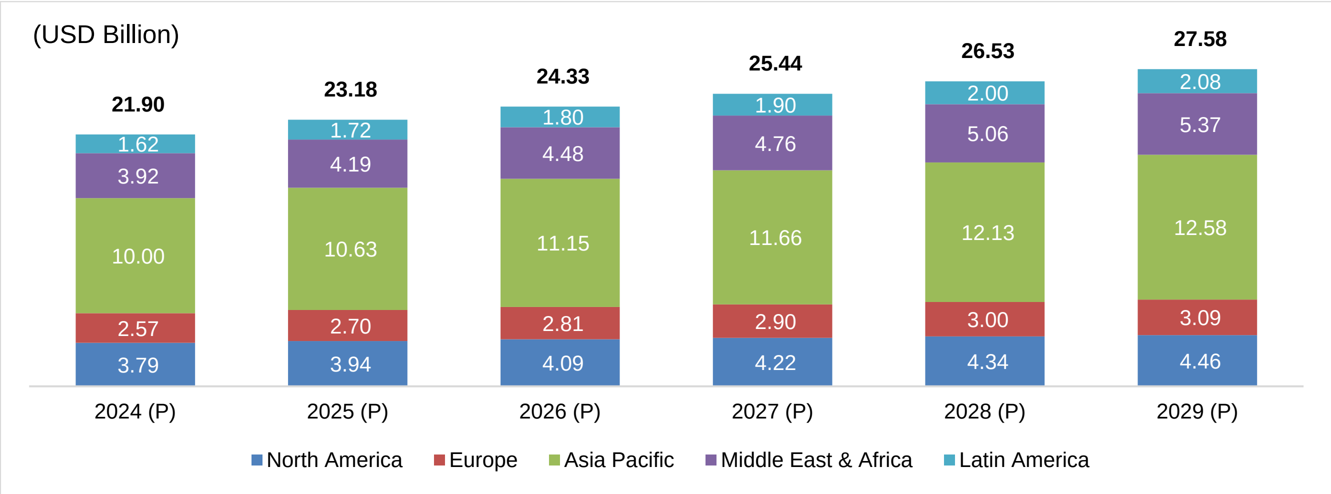
Asia Pacific, especially China, India, and Southeast Asian nations, is witnessing substantial growth in the power transformer market due to rapid urbanization and industrialization. The growing population and increasing energy consumption in countries like India drive demand for robust power transmission infrastructure.

The Middle East and Africa are focused on addressing power supply challenges by investing in grid expansion and modernization, especially in regions with limited access to reliable power. African nations, with significant support from international financial institutions, aim to expand electrification and improve grid resilience. Infrastructure projects and cross-border interconnections in Africa also drive the need for new transformers to enhance power distribution efficiency and support economic development.

In Latin America, the power transformer market is driven by efforts to expand renewable energy capacity and address transmission inefficiencies. Countries like Brazil, Chile, and Mexico are scaling up their renewable energy projects to reduce dependence on fossil fuels, driving demand for power transformers that can handle diverse energy inputs. Investment from both public and private sectors supports projects that enhance grid stability and distribution efficiency.

The Asia pacific region accounts for over 45% of the total power transformer requirement followed by MEA region at ~20%. North America and Europe cumulatively account for ~27-30% share and the rest by Latin America.

Figure 19: Global region wise power transformer market outlook



(P): Projected;
Source: Global Market Insights, Crisil Intelligence

Market segmentation by Power ratings (KVA/ MVA)

The growing need for power distribution in urban and semi-urban areas is driving demand for transformers with ratings of 100 MVA or lower. These transformers are ideal for small to medium-sized substations, residential complexes, commercial buildings, and localized grids. As urban areas expand, power infrastructure needs to keep pace with increased residential and commercial energy consumption. Compact and efficient, ≤ 100 MVA transformers are particularly useful in densely populated areas, where reliable, localized distribution is essential. This segment benefits from the rising electrification and urbanization, especially in developing countries, where smaller-scale infrastructure upgrades are a priority.

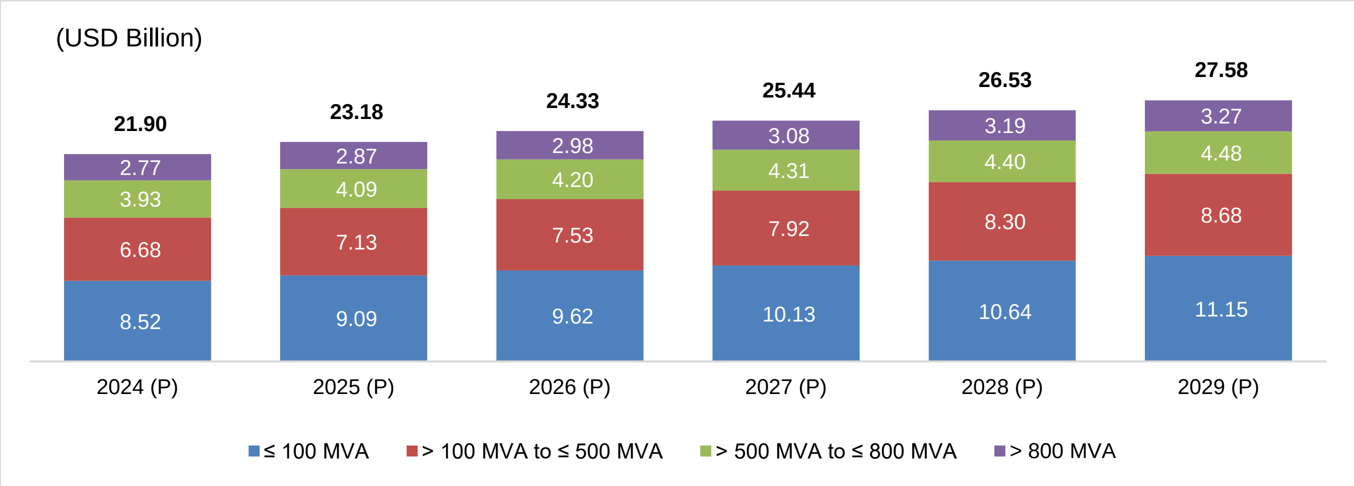
Power transformers in the 100 to 500 MVA range are in demand due to increasing investments in industrial infrastructure and renewable energy projects. These ratings are suitable for handling medium to high loads, making them ideal for industrial facilities, manufacturing plants, and renewable energy sources like wind and solar farms. As renewable energy integration accelerates, transformers in this category help bridge renewable sources with main grids, managing variability in power generation. Many governments are funding projects to expand renewable capacities, thereby driving demand for this transformer rating segment to ensure effective energy transmission and grid stability.

The need for efficient, long-distance transmission of high-voltage power drives demand for transformers rated above 500 MVA to 800 MVA. These transformers support large substations and facilitate cross-regional power transmission, ensuring minimal losses and voltage stability over long distances. As economies grow and the demand for cross-border energy trade increases, power transmission networks are expanding significantly. This segment of transformers is essential for connecting power generation sites, often located in remote areas, with urban and industrial centers. Increased investment in high-voltage infrastructure, particularly in developing regions and emerging markets, contributes to the growth of the power transformer market.

Transformers with ratings exceeding 800 MVA are essential for ultra-high-voltage transmission systems required in inter-regional and cross-border electricity trade. These high-capacity transformers enable countries to exchange power, enhance energy security, and stabilize regional grids. As global energy demands increase, many regions are investing in super grids and interconnections to improve resilience and balance energy resources. For instance, Europe and parts of Asia are working on cross-border grid projects to share renewable energy resources. High-capacity transformers with > 800 MVA ratings are crucial for such ultra-high-voltage networks, thus driving the demand for this rating segment in the power transformer market.

The global power transformer market is expected to grow at a CAGR of 4.7% between 2024-29. Transformers with power rating <500 MVA would drive the market and is expected to grow at a CAGR of 5.0-6.0%. About 80% of the total market share is from power transformers of rating upto 500 MVA.

Figure 20: Global power ratings wise power transformer market outlook



(P): Projected;
Source: Global Market Insights, Crisil Intelligence

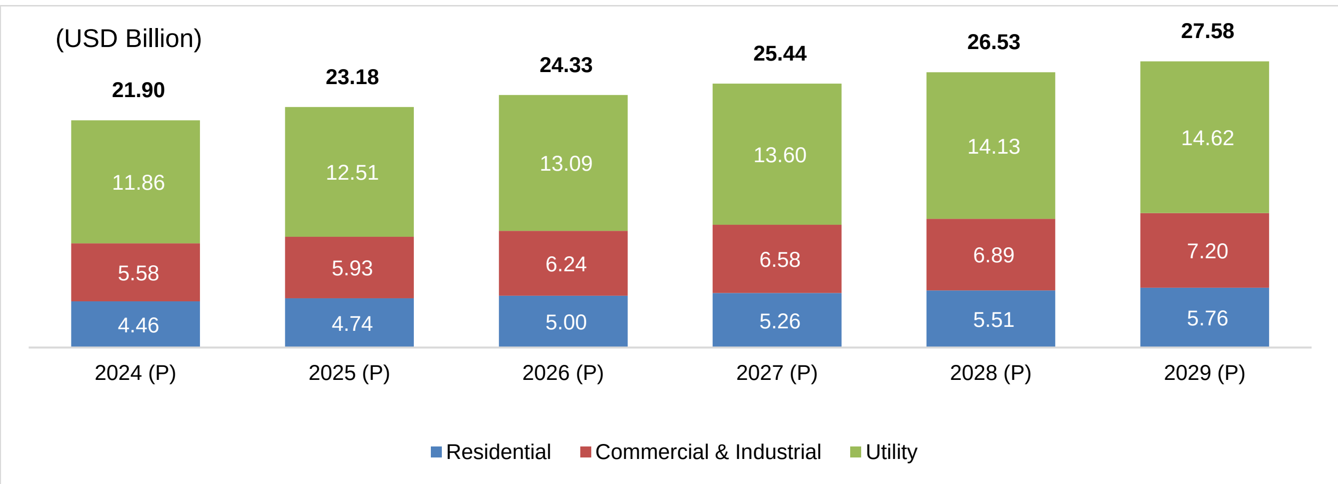
Market segmentation by application

Rapid urbanization and electrification initiatives are driving demand for power transformers in residential applications. As cities expand and new housing developments emerge, particularly in developing economies, there is a rising need for transformers that can reliably manage power distribution to densely populated areas. In many regions, government programs focused on achieving universal electricity access are spurring investments in transformers suitable for residential use. Additionally, residential areas now consume more electricity due to the proliferation of electrical appliances and home energy systems, increasing the load on transformers. This surge in demand for stable, reliable residential electricity boosts the need for smaller power transformers designed for neighborhood-level distribution networks.

Expanding commercial and industrial sectors are generating a high demand for power transformers capable of supporting heavy-duty power loads. Large commercial facilities such as shopping malls, data centers, and hospitals require robust transformers to maintain uninterrupted power supply. Similarly, manufacturing plants, mining operations, and oil & gas facilities need high-capacity transformers that can handle continuous, large-scale energy demands. As more industries shift towards automation and energy-intensive processes, the need for reliable power transformers in commercial and industrial applications is rising. Additionally, the trend toward localized power generation within industries, like combined heat and power (CHP) systems, further drives demand for specialized transformers to support these infrastructure demands.

Utility companies are heavily investing in grid expansion and modernization to meet growing energy demands and integrate renewable sources. Power transformers are critical to this effort, as they step up or down voltage levels, enabling efficient energy transmission across extensive distances. With increased adoption of renewable energy sources like wind and solar, utilities need transformers that can manage variability in power generation and maintain grid stability. Furthermore, utility investments in grid resiliency against natural disasters and energy storage for load balancing underscore the need for reliable, high-capacity transformers. Utilities in both developed and emerging economies are focusing on upgrading their aging infrastructure, making utility applications a significant growth area for power transformers.

Figure 21: Global application wise power transformer market outlook



(P): Projected;

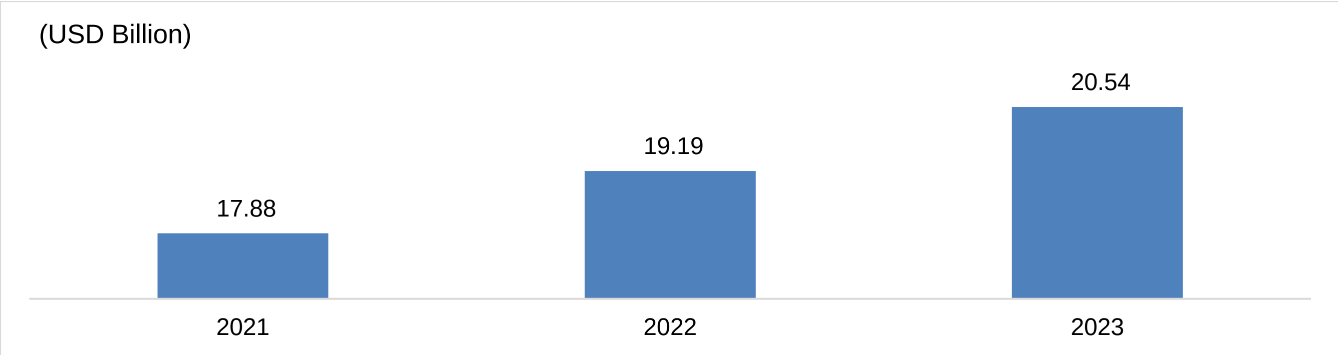
Source: Global Market Insights, Crisil Intelligence

Total market size in value

The industrial sector's growing shift towards automation and electrification, driven by Industry 4.0, increases energy demand for manufacturing, logistics, and data centers. Power transformers play a vital role in powering high-capacity machinery and ensuring stable voltage for complex industrial processes. Automation requires consistent, high-quality power supply, which transformers help achieve. Sectors like data centers, which demand large amounts of uninterrupted power, are increasingly investing in high-capacity transformers to support operations, ensuring system reliability and enhancing power distribution networks.

Technological advancements, including improved transformer designs with reduced losses, efficient cooling systems, and higher voltage capacities, are driving market growth. Transformer manufacturers are also integrating digital sensors to allow real-time monitoring, helping to detect issues early and extend the equipment's operational life. As governments and industries prioritize sustainable and high-efficiency solutions, investments in advanced transformer technology are expected to continue growing.

Figure 22: Global historical market size of power transformers



Source: Global Market Insights, Crisil Intelligence

Domestic power transformers market overview

The Indian power 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 transmission and distribution (T&D) sector, with its applications spanning power generation, transmission, distribution, and industrial usage.

Market segmentation by voltage levels (KV)

In India, the Generation, transmission and Distribution happens at various voltage levels. Power generation in conventional power plants typically produces electricity at voltage level between 11 kV and 25 kV. HV and EHV transmission lines transport power from the power plant over long distances at voltages like 132 kV, 220 kV, 400 kV and 760 kV. Power from transmission network is delivered to sub-transmission network after stepping down the voltage to 66 kV or 33 kV through 220/132/66/33 kV Grid substations. The T&D system in India operates at several voltage levels:

- Extra high voltage (EHV): 765 kV, 400 kV and 220 kV
- High voltage: 132 kV and 66 kV
- Medium voltage: 33 kV, 11 kV, 6.6 kV and 3.3 kV
- Low voltage: 1.1 kV, 220 volts and below

The voltage level above 66 kV to ≤ 220 kV transformers serve sub-transmission and small-to-medium power transmission lines that interconnect regional grids. Industrial growth, especially in sectors like manufacturing, mining, and construction, drives demand in this category as facilities require reliable power delivery. Additionally, as urban centres expand, utilities are upgrading transmission infrastructure, often using this voltage range for effective load management. Renewable integration also drives this market, with many wind and solar farms requiring transformers in this range to transfer generated electricity into the main grid.

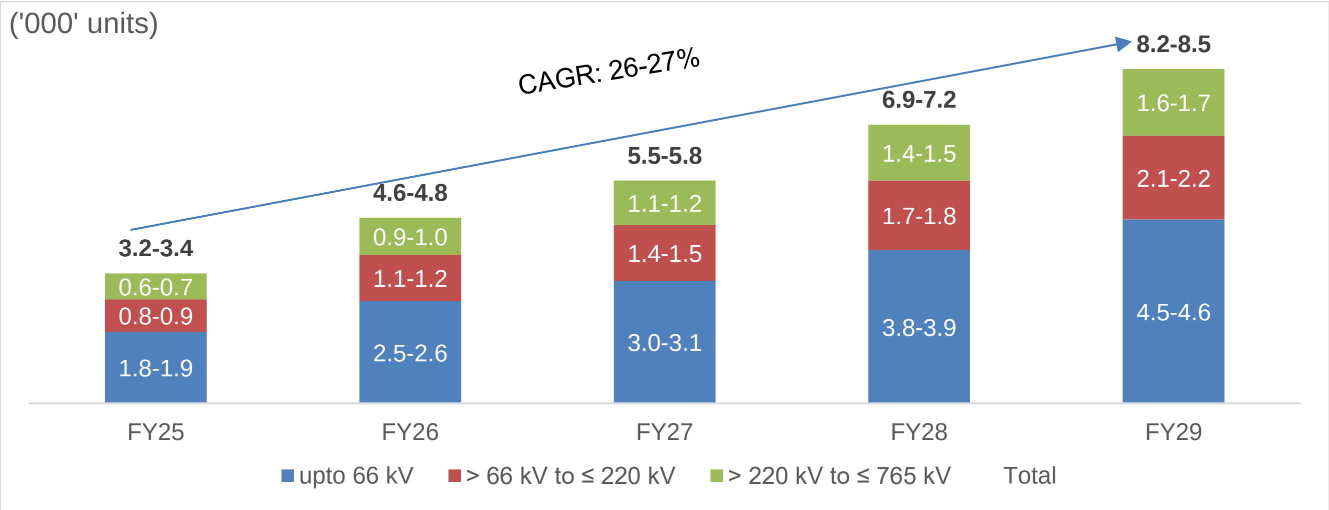
Above 220 kV to ≤ 765 kV transformers support major transmission networks that transport power across long distances, often from remote generation sites to urban and industrial centres. Growing investments in cross-border interconnections and regional grid stability drive demand for transformers within this range. Additionally, expansion in renewable energy capacity, particularly from offshore wind and large solar farms, contributes to the need for high-voltage transformers to transmit power efficiently over distances. Grid modernization initiatives and efforts to reduce transmission losses further support demand in this voltage category.

Transformers above 765 kV are critical for ultra-high voltage transmission (UHV), which is increasingly essential in densely populated or geographically vast regions where electricity must be transported over very long distances. The shift to large-scale renewable energy generation in remote areas drives growth in this category, as these high-voltage transformers help integrate large energy blocks into national grids. Additionally, energy demand growth in rapidly developing regions supports investment in UHV networks, helping to minimize transmission losses and ensuring reliable, high-capacity electricity supply to metropolitan centres.

Below 66 kV rated transformers is primarily used in distribution networks for local power delivery, where urbanization and expansion of residential areas drive demand. Increased electrification, especially in emerging economies, boosts requirements for distribution transformers. Growing demand for decentralized renewable energy sources like rooftop solar also supports this market segment, as these systems require lower voltage transformers to connect to local grids. Additionally, government initiatives aimed at rural electrification and improving access to reliable electricity continue to propel the deployment of ≤ 66 kV transformers.

As per Crisil Intelligence estimates, about 28,000- 30,000 units of total power transformers requirement are expected between fiscal 2025-29 in various sectors such as power generation, T&D, renewable energy, mobility sector, commercial & industrial segment, etc. The growth of power transformers in India is estimated at 26-27% between fiscal 2025-29.

Figure 23: India voltage wise annual power transformer market outlook



(P): Projected;
Source: Crisil Intelligence

Market segmentation by application

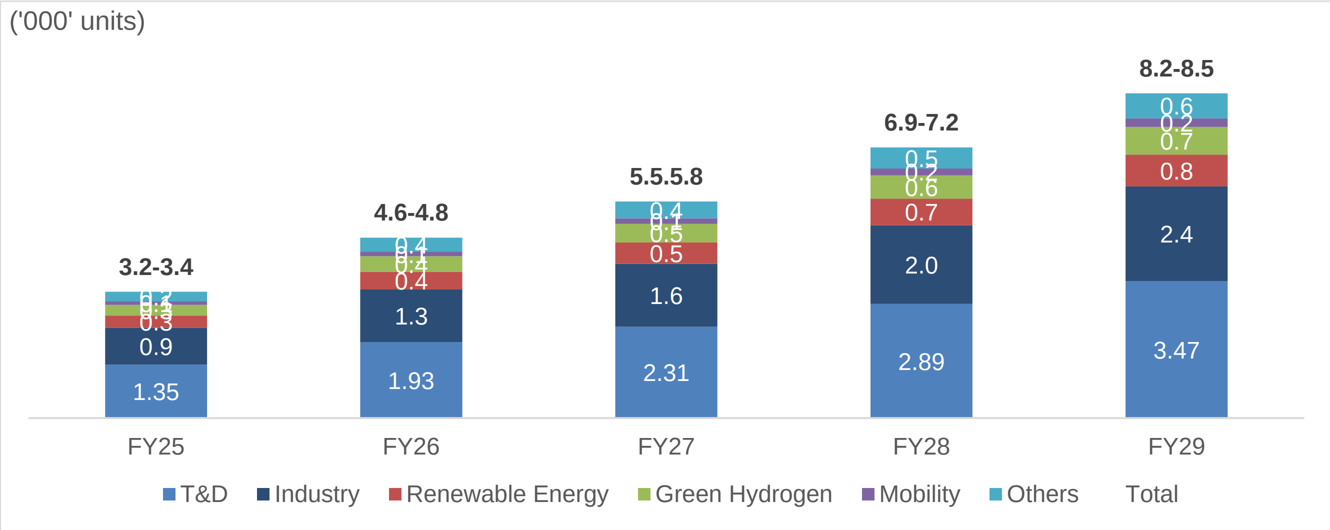
The domestic market for Power Transformers in India is segmented primarily by applications driven by the country's diverse industrial and infrastructure requirements. Major application areas include transmission & distribution (T&D), renewable energy, mobility sectors and specialized uses in the manufacturing industry for captive power and other purposes. Each segment is shaped by specific demands, technological requirements and government policies.

In the T&D sector, Transformers play a pivotal role in the National Grid supporting the high voltage transmission of electricity over the vast distances and then subsequent distribution to urban and rural areas. Power transformers in this sector are set to grow due to government schemes. Additionally, the utility sector is a major growth driver, supported by government investments in grid modernization, renewable energy integration, and rural electrification projects. Large-scale utility projects, particularly renewable energy installations like solar and wind farms, are spurring the need for high-capacity transformers capable of managing fluctuating power loads. These varied applications underline the critical role of power transformers in supporting India’s economic growth and energy transition.

The industrial sector is witnessing significant growth due to advancements in manufacturing, railways, and other energy-intensive industries, requiring high-capacity transformers for consistent power supply. The Indian Railways has committed to 100% electrification as part of its objective of being a net zero carbon emitter by 2030. The capacity addition pertaining to the electrification, gauge conversion and new line addition, high speed rail corridors, addition of metro rail lines across India would increase the transformer demand in the medium term.

The industrial sector is witnessing significant growth due to advancements in manufacturing, and other energy-intensive industries, requiring high-capacity transformers for consistent power supply. The increasing demand for steel and other metals in various industries, as well as the growing adoption of electric arc furnaces over traditional methods, are key factors driving the market growth.

Figure 24: India application wise annual power transformer requirement outlook

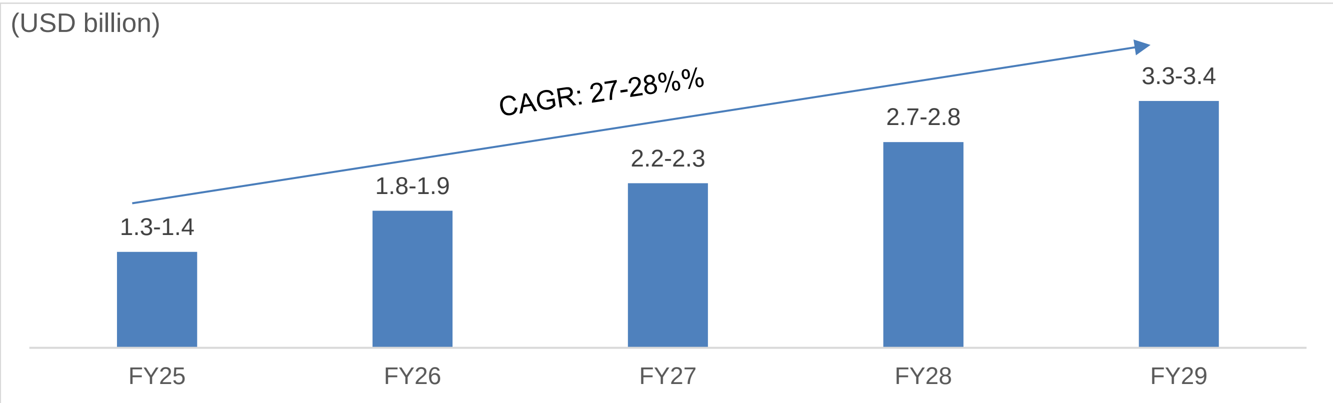


(P): Projected;
Source: IEEMA, Crisil Intelligence

Total market size in value

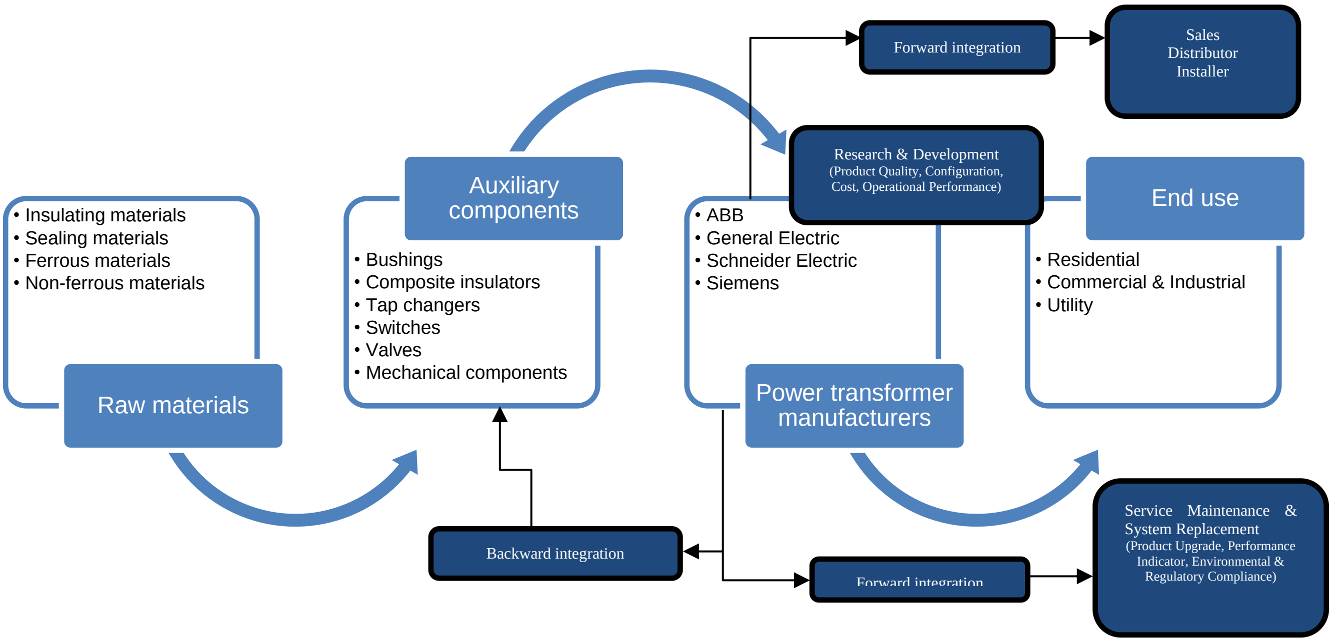
India's power transformer market has consistently expanded in terms of installed capacity, reflecting the growing demand for electricity and the government's commitment to infrastructure development. Total domestic power transformer market is estimated to reach USD 3.5 billion by fiscal 2029. This growth is fueled by investments in renewable energy, industrialisation, urbanization, and rural electrification programs. The annual growth rate of ~8.4% highlights the rising focus on improving transmission efficiency and addressing India's electricity deficit.

Figure 25: India market size of power transformers



Source: Global Market Insights, Crisil Intelligence

Value chain analysis



Source: Global Market Insights, Crisil Intelligence

Power transformers are essential electrical devices used to transfer electrical energy between circuits through electromagnetic induction. They play a critical role in altering alternating voltage levels for power applications by either stepping up or stepping down the voltage. The power transformer value chain begins with sourcing raw materials, which primarily include copper, steel, insulation materials, transformer oils, and other critical components like bushings and tap changers. Copper and aluminum are essential for transformer windings, while steel is used in core construction to enhance magnetic properties and reduce losses. Insulation materials and oils are used to prevent short circuits and manage heat within the transformer.

The power transformer market ecosystem includes raw material and component suppliers, manufacturers, distributors, and end-users. Key components used in transformer manufacturing include copper, aluminum, iron/steel, bushings, radiators, composite insulators, oil, switches, breathers, relays, and valves. These components are vital throughout the value chain, accounting for over 60% of the total transformer cost. Fluctuations in the prices of these materials can significantly affect the overall revenue of the power transformer market.

Manufacturers and assemblers integrate these components and assemble them based on specific requirements. In many cases, there is forward integration, with component suppliers working directly with manufacturers and manufacturers engaging with distributors. Power transformers are widely used across various sectors, including utilities, residential, commercial, and industrial applications.

Power transformers serve various end-users, including utilities, industrial facilities, commercial buildings, and renewable energy installations. The usage conditions vary significantly across these applications, with some requiring high voltage capacity and others needing specialized cooling or insulation solutions. Feedback from these end users is essential in the value chain, as it helps manufacturers innovate and refine product offerings to meet evolving needs. Additionally, the market is dominated by prominent players like Hitachi ABB Power Grids, GE, Siemens, and Schneider Electric. However, numerous regional and smaller companies also have a strong presence in several countries, thanks to their robust distribution networks.

Specialty Transformers Market Overview

Key segments by product type

Furnace Transformer

- Furnace transformers are used to feed electric furnace for melting and refining materials. Furnace transformers are associated with very high secondary currents and wide output voltage regulation in order to cope with the furnace needs in the steel and cement industries. These transformers are designed to resist the high levels of electrical, thermal and mechanical stresses to which they are subject to during utilization.

- The furnace transformer is specially designed to withstand frequent short circuits on the secondary side. Currents drawn in the arc furnace are characterised by wide fluctuations and unbalanced conditions, leading to voltage drops, harmonics, etc. These effects can be reduced by supplying furnaces directly from a high capacity, high voltage transmission line through a furnace transformer.

- There are different types of furnace transformers such as Arc Furnace, Submerged Arc Furnace, Ladle Furnace and Induction Furnace. Arc Furnace demand for steel in sectors like construction and automotive has driven the adoption of electric arc furnace (EAF) technology. EAF transformers are crucial for providing the high power needed for the electric arc process, supporting market growth.

- Continuous improvements in EAF technology, including the development of more efficient transformers, have reduced energy consumption and operational costs. Innovations focus on higher energy efficiency and lower maintenance requirements, making these transformers more attractive.

- With a rise in scrap-based steel production, particularly in emerging economies, the need for reliable and efficient EAF transformers is increasing. These transformers are pivotal in managing the high voltage fluctuations typically in scrap-based steel production.

- EAF technology is seen as more environmentally friendly compared to traditional blast furnaces, generating less CO2. This shift is promoting the use of EAF transformers in the steel industry as part of sustainability efforts

Rectifier duty transformer

- Rectifier Duty Transformers, also known as pulse transformers, are designed to handle non-linear, non-sinusoidal loads resulting from their use with a variety of power electronic applications. These are classified based on rectification system they support and their design from 6, 12, 24, 36, 48, or 60 pulse configurations.

- These transformers act as a link between the grid and the AC-DC converters. It provides the required number of phases, voltage shifts needed to realize the conversion and to adjust the rectifier input to vary the DC output voltage.

- They are usually used in various applications such as electrolysis process, aluminium smelting, graphitizing etc. India's green hydrogen mission to achieve 5 MMTPA of production by 2030 would require electrolysers, which is the core component in green hydrogen production, operate on DC power. It requires power conditioning to feed electrolysers, which is driving demand for specialised transformers designed for rectification.

- The growing electrochemical industries, particularly in the production of aluminum and chemical processes as well, are driving demand for rectifier transformers due to their crucial role in providing stable DC power for electrolysis processes.

- Advances in transformer design, such as the introduction of high-efficiency and compact models, have contributed to the wider adoption of rectifier transformers in industries requiring precise power conversion.

Inverter duty transformer

- These are used to transfer electrical energy without changing the frequency and are mostly suitable for solar and wind applications. They are specialised, high-efficiency transformers with high overload capability, reduced noise and vibration levels, designed for RE applications, VFDs.

- As the inverter converts direct current to alternating current at a lower voltage, this kind of transformer is used to step up this voltage to a higher voltage level. Inverters usually produce high-frequency signals that are difficult for regular transformers to handle, it is built to handle high-frequency and high-voltage transmissions transmitted by inverters.

- Inverter transformers are essential for solar and wind power plants to convert DC into AC for grid integration. As the renewable energy sector grows, the demand for inverter transformers has surged.

- The rise in electric vehicle adoption is pushing the demand for inverter transformers, which are used in charging stations and EV power systems to ensure smooth DC to AC conversion for efficient charging.

- With advancements in inverter technology, such as the development of more compact, efficient, and reliable inverters, inverter transformers are evolving. These transformers are increasingly being designed to handle higher power outputs and improve overall system efficiency.

- As battery energy storage systems (BESS) become more widespread, the need for inverter transformers has risen. They play a critical role in managing the DC power from storage units and converting it into AC for distribution.

Phase Shifting transformers

- Phase shifting transformers (PSTs) are used to enhance grid stability by controlling the flow of active and reactive power. As grid interconnections increase and more renewable energy sources are integrated, the demand for PSTs has risen to manage power flows more efficiently.

- The growing penetration of renewable energy in the power grid requires more flexible power flow management. PSTs help to stabilize power systems by adjusting phase angles between transmission lines, which is crucial for integrating intermittent renewable energy sources.

- Phase shifting transformers are part of the FACTS systems, which are becoming more essential as utilities seek to increase grid capacity and reliability. The need for such systems is pushing the demand for PSTs in power transmission networks.

- Research into improving the efficiency and size of phase shifting transformers, such as the development of digital PSTs and those capable of handling higher voltage levels, is fueling growth in the market, allowing for better integration with modern electrical grids.

Others

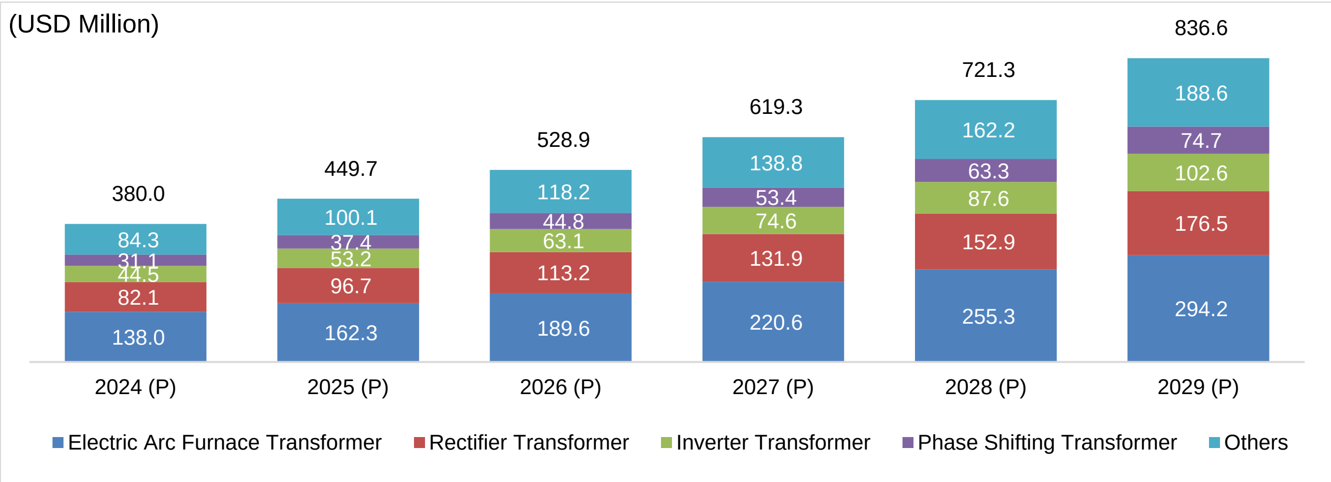
- Specialty transformers such as high-voltage transformers, isolation transformers, and distribution transformers for specific industries (e.g., oil & gas, chemical, and mining) are experiencing increased demand. These sectors require transformers designed for unique operational conditions, pushing growth in the specialty transformer market.

- With the increasing need to expand power distribution into rural and remote areas, specialty transformers are being designed to withstand harsh environmental conditions. This market is growing as governments and companies invest in infrastructure development.

- Many industries are seeking custom-built specialty transformers tailored to specific power requirements. These transformers often find use in smaller-scale applications, from laboratory setups to small industrial plants, driving demand for specialized designs and higher customization.

- As industries increasingly demand long-lasting, energy-efficient transformers with low maintenance requirements, manufacturers are focusing on durable materials, advanced cooling systems, and improved efficiency to meet these needs, further driving the growth of specialty transformers.

Figure 26: Global product type wise specialty transformer market outlook

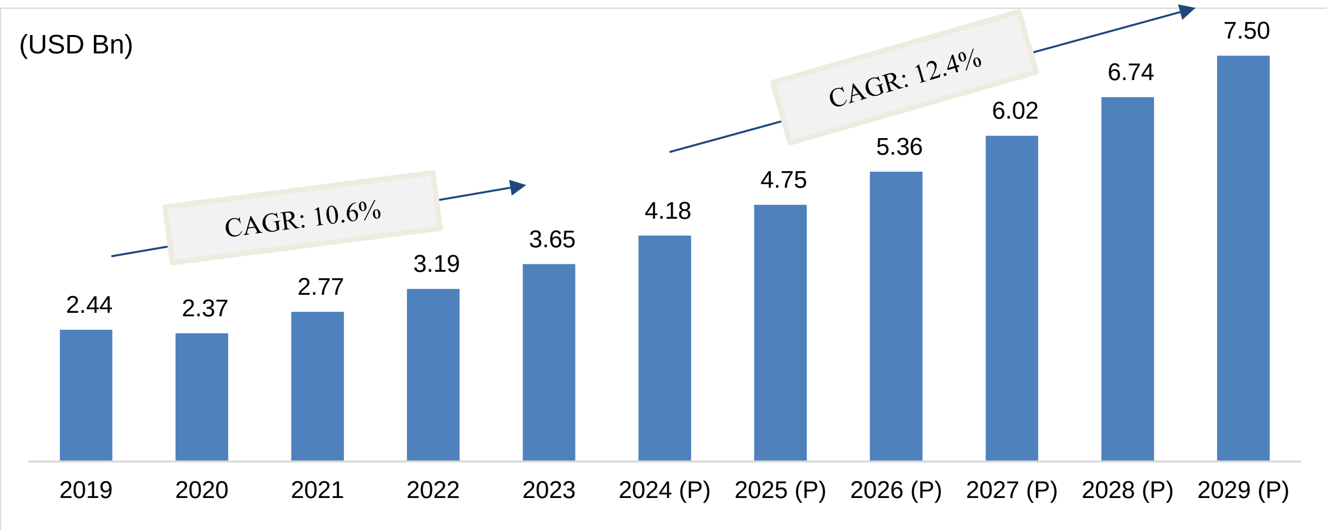


(P): Projected;
Source: Global Market Insights, Crisil Intelligence

Global Specialty Transformers market

The global speciality transformer market has witnessed a growth of ~10.6% (CAGR for 2019-2023). The specialty transformer market is experiencing rapid growth due to innovations across various industries. The shift towards renewable energy sources, such as solar and wind power, has created a need for customized transformers that can handle specific voltage and load requirements. The expansion of electric vehicle charging infrastructure has also driven demand for high-capacity specialty transformers that ensure reliability and efficiency. Furthermore, the adoption of smart transformers with IoT capabilities and remote monitoring is on the rise, improving energy management and reducing downtime in digital substations. Specialty transformers are also being increasingly used in industrial applications, such as data centers and oil & gas operations, due to their ability to meet specific voltage and environmental requirements. The focus on sustainability has led to the development of eco-friendly transformer designs, featuring low-loss cores and biodegradable oils. Finally, the rapid urbanization and infrastructure development in emerging economies have increased demand for compact and customized transformer solutions in utilities and commercial buildings, solidifying their importance in modern energy systems. The global specialty transformer market is expected to grow at a CAGR of 12.4% by 2029 (CAGR for 2024-2029).

Figure 27: Global market size of specialty transformers



Source: Global Market Insights, Crisil Intelligence

Growth drivers and restraints in the global market

The specialty transformers market is experiencing rapid growth and transformation, fueled by innovations in technology, rising industrial needs, and a worldwide transition towards environmentally friendly energy systems. The market is fueled by several key factors:

Growth Drivers:

- **The Rising Demand for Renewable Energy**
  - As governments and private companies globally pour investments into renewable energy sources like solar and wind power, specialty transformers have become a crucial component in connecting these sources to the grid. This is because they enable efficient transmission and distribution of energy. The demand for specialty transformers is particularly high in regions such as North America, Europe, and Asia-Pacific, where renewable energy projects are experiencing rapid growth and expansion.
- **Industrial Automation and Smart Technologies**
  - The rise of Industry 4.0 has triggered a surge in demand for specialized transformers that can support the power requirements of advanced automation systems, robotics, and IoT-integrated grids. These transformers offer precise energy management and enhanced reliability, making them a vital component in contemporary industrial infrastructure.
- **Urbanization and Infrastructure Development**
  - The rapid growth of cities in developing economies has led to a significant increase in energy consumption, driving up demand for specialty transformers. These transformers are critical components in powering large-scale infrastructure projects, including commercial developments, public utilities, and other urban facilities, ensuring reliable and efficient distribution of electricity to meet the growing needs of these areas.
- **Aging Power of Infrastructure in Developed Markets**
  - In regions such as North America and Europe, aging power grids and transformers are being replaced with advanced, energy-efficient models to meet modern performance and sustainability standards.

Restraints:

Despite its promising outlook, the specialty transformers market is not immune to certain challenges that could potentially slow down its growth trajectory. Some of the key obstacles that the industry needs to navigate include:

- **Variable Input Costs:**
  - The prices of essential materials like copper, aluminium, and silicon steel can fluctuate wildly, exerting upward pressure on production expenses and squeezing profit margins.

- **Global Supply Chain Instability:**
  - Geopolitical tensions, pandemics, and other disruptions can cause delays in the delivery of critical components and finished products, leading to increased costs, prolonged project timelines, and reduced customer satisfaction.

- **Prohibitive Upfront Investments:**
  - The high initial costs associated with specialty transformers can be a significant barrier to adoption, particularly in markets where cost sensitivity is a major concern.

- **Skilled Workforce Shortages:**
  - The design, manufacture, and maintenance of specialty transformers require highly specialized skills, which can be in short supply in certain regions, limiting production capacity, quality, and ultimately, market growth.

To succeed in the competitive specialty transformers market, manufacturers and stakeholders must prioritize the strategic imperatives. This involves investing in research and development to create cutting-edge, IoT-enabled transformers that cater to diverse industry needs, as well as targeting emerging markets in Latin America, Africa, and Asia-Pacific to capitalize on their growing infrastructure and industrial demands. Additionally, adopting eco-friendly materials and processes that align with global sustainability goals can boost brand reputation and market share. Finally, forming partnerships with renewable energy developers, industrial equipment manufacturers, and governments can secure long-term contracts and ensure a steady revenue stream, ultimately driving business growth and success.

Market segmentation by geography

Latin America

- Countries like Brazil, Chile, and Mexico are leading renewable energy adoption in Latin America, driving demand for specialty transformers tailored to renewable applications. These transformers support efficient energy conversion and transmission in wind and solar farms, contributing to the region’s sustainable energy goals.

- Efforts to modernize aging grid infrastructure and improve power reliability are encouraging investments in advanced transformer solutions. Specialty transformers with real-time monitoring and control capabilities are becoming essential for reducing power losses and enhancing grid efficiency.

- Expanding industrial bases in sectors like mining, automotive, and agriculture are fueling the demand for high-performance specialty transformers. These sectors require transformers with custom specifications to meet specific operational demands and ensure optimal energy usage.

- Growing cross-border electricity trade is increasing the need for transformers designed for high voltage transmission networks. These transformers facilitate efficient power transfer across countries, strengthening the regional power grid and enabling greater energy integration

North America

- The increasing adoption of smart grid infrastructure and energy-efficient solutions is fostering innovation in specialty transformers. Advanced features, such as improved insulation materials, enhanced cooling systems, and integration with digital monitoring technologies, are being widely incorporated to comply with stringent efficiency standards and support grid modernization initiatives.

- Rising investments in renewable energy projects, particularly in wind and solar farms, are driving the demand for custom-designed specialty transformers. These transformers are crucial for efficient energy conversion, such as step-up transformers for solar power plants and specialized units for wind turbines, ensuring seamless integration with the existing grid.

- Urban expansion and the need to modernize aging grid infrastructure are creating robust demand for specialty transformers in commercial and industrial sectors. These transformers are increasingly used in high-demand applications, including data centers, healthcare facilities, and manufacturing plants, where reliability and efficiency are critical.

- Government regulations, such as the Department of Energy (DOE) efficiency standards, are pushing manufacturers toward eco-friendly solutions. Transformers with reduced energy losses, biodegradable insulation oils, and lower carbon footprints are gaining traction as utilities and industries strive to meet environmental goals.

Asia Pacific (APAC)

- Massive urbanization and industrialization across countries like China and India are escalating the demand for specialty transformers. These transformers are critical for meeting the energy needs of expanding cities, industrial parks, and infrastructure projects, especially in construction, manufacturing, and transportation sectors.

- The region's rising electricity consumption, driven by economic growth and population expansion, is encouraging investments in advanced transformer technologies. Specialty transformers designed for high reliability and efficiency are essential for optimizing transmission and distribution networks.

- Asia-Pacific leads global renewable energy capacity additions, significantly boosting the demand for transformers suited for solar, wind, and hydropower projects. Customized solutions are often required to address specific environmental and operational challenges in these applications.

- Government initiatives promoting grid modernization and rural electrification are accelerating the adoption of advanced transformer solutions. Policies encouraging renewable energy development, coupled with substantial investments in grid infrastructure, are key drivers of market growth.

- Government of India in its NDC target has committed to reduce the emissions intensity of its GDP by 45% by 2030 from 2005 level and to increase the share of non-fossil power capacity to 50% by 2030 by adding 500 GW of non-fossil-based capacity.

Europe

- The EU's ambitious energy transition and climate targets, including achieving net-zero emissions by 2050, are driving demand for specialty transformers tailored for renewable energy generation and storage. These transformers support wind, solar, and energy storage systems, ensuring efficient power conversion and grid stability.

- The rapid deployment of smart cities and advanced grid solutions is increasing the need for digital specialty transformers equipped with sensors and IoT capabilities. Countries like Germany, the UK, and France are leveraging these transformers for real-time monitoring and optimization of power distribution networks.

- Growth in cross-border electricity trade and the expansion of HVDC systems are fueling demand for high-performance specialty transformers. These transformers are designed to handle higher voltage levels and ensure minimal energy loss over long distances, crucial for linking renewable energy sources across nations.

- Environmental regulations are prompting manufacturers to adopt green technologies. Features such as biodegradable insulation oils, noise reduction designs, and energy-efficient operations align with Europe's sustainability goals and attract widespread adoption.

Middle East & Africa (MEA)

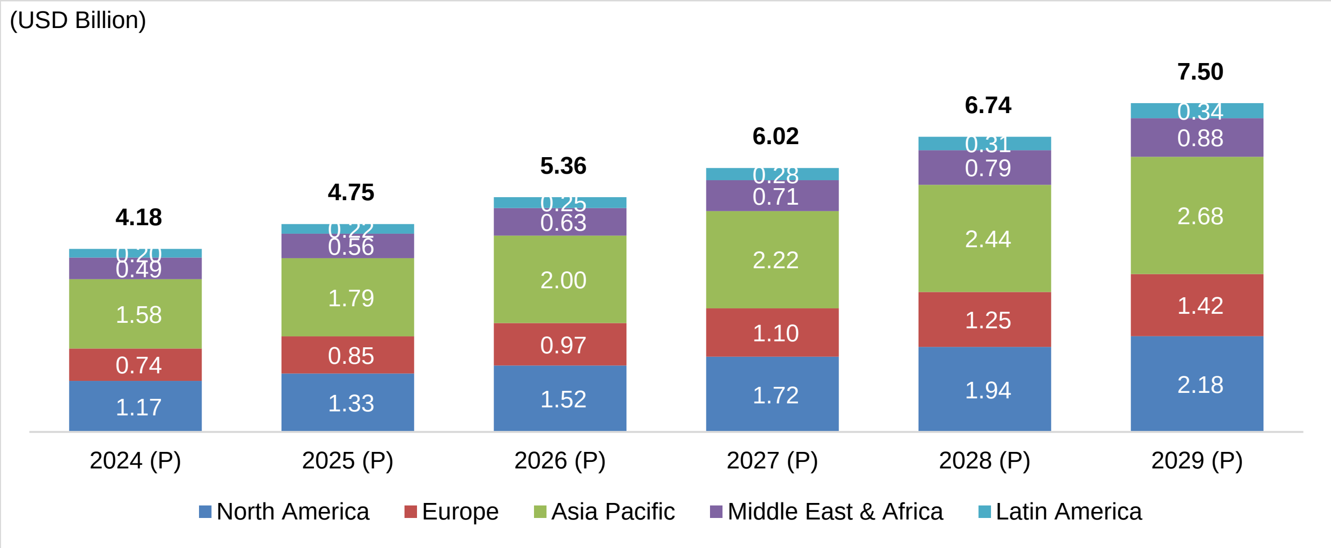
- The region's reliance on the oil and gas sector underpins the demand for explosion-proof and highly durable specialty transformers. These transformers are essential for ensuring operational safety and reliability in hazardous environments like refineries, offshore platforms, and processing plants.

- Renewable energy projects are gaining momentum, particularly in countries like Saudi Arabia and the UAE, which are heavily investing in solar and wind power. Specialty transformers, customized for harsh environmental conditions such as extreme heat and sand exposure, play a pivotal role in these developments.

- Expanding industrial activities, including petrochemicals, mining, and manufacturing, are driving demand for high-capacity specialty transformers. These industries require transformers with enhanced cooling and high thermal stability to support energy-intensive operations.

- Africa's electrification goals, backed by international funding and government initiatives, are spurring investments in specialty transformers for remote and off-grid applications. These transformers enable efficient power delivery in rural areas, contributing to the region's socioeconomic development.

Figure 28: Global region wise specialty transformer market outlook



(P): Projected;
Source: Global Market Insights, Crisil Intelligence

Domestic Specialty Transformers Market

Growth drivers, restraints, and success factors

Growth Drivers

- **Increasing investments in renewable energy projects**

  India's renewable energy sector is experiencing unprecedented growth, driven by the government's commitment to reducing carbon emissions and increasing the share of clean energy in the power mix. The target of achieving 500 GW of non-fossil fuel-based capacity by 2030 has catalyzed large-scale investments in solar, wind, and hybrid energy projects. The Indian government's Interim Budget for 2024-2025 allocated USD 1.02 billion for solar power grid infrastructure, up from $0.60 billion the previous year. Moreover, the Green Hydrogen Mission and the Strategic Interventions for Green Hydrogen Transition (SIGHT) Program received USD 2.10 billion, which further proliferates the market statistics. The research agency ICRA projects India's installed renewable energy capacity will reach about 170 GW by March 2025, up from 136.57 GW in December 2023, which in turn will augment the demand for these transformers in the coming years. Specialty transformers play a critical role in renewable energy infrastructure, as they are designed to handle the unique challenges posed by renewable energy sources, such as variable power generation and harmonic distortion.

  Step-up transformers, for instance, are essential in solar and wind power plants to elevate the voltage of the electricity generated for transmission to the grid. Additionally, inverter duty transformers are crucial for mitigating harmonics and ensuring smooth integration with grid networks. The Indian government's flagship programs, such as the National Solar Mission and state-level renewable energy initiatives, are further driving the demand for these specialized products.

  Private sector investments in utility-scale solar farms, offshore wind farms, and distributed renewable systems are on the rise, boosting the need for efficient and reliable specialty transformers. Furthermore, initiatives like the Green Energy Corridor, which focuses on strengthening the transmission infrastructure for renewable power, emphasize the importance of advanced transformer technology. As renewable energy adoption expands to remote and challenging terrains, there is also growing demand for compact, lightweight, and robust transformer solutions. The increasing penetration of renewable energy in India's energy landscape is a significant growth driver for the specialty transformer market. By supporting the integration of variable renewable energy sources into the grid and enabling efficient power transmission, these transformers are indispensable for achieving India's clean energy goals.

- **Rapid industrialization and infrastructure development**

  India's ongoing industrialization and infrastructure development are pivotal in shaping the specialty transformer market. As the nation strives to become a global manufacturing hub under initiatives like "Make in India," the demand for industrial-grade transformers is increasing. Specialty transformers are critical for powering heavy machinery, industrial processes, and customized applications across sectors such as steel, cement, oil & gas, and manufacturing.

Furnace transformers, for example, are indispensable in industries like steel and aluminum, where they power high-temperature operations like arc furnaces and smelters. Similarly, rectifier transformers are widely used in processes requiring DC power, such as electrolysis in the chemical and metallurgy industries. The growth of these industries directly correlates with the demand for specialty transformers tailored to their specific needs.

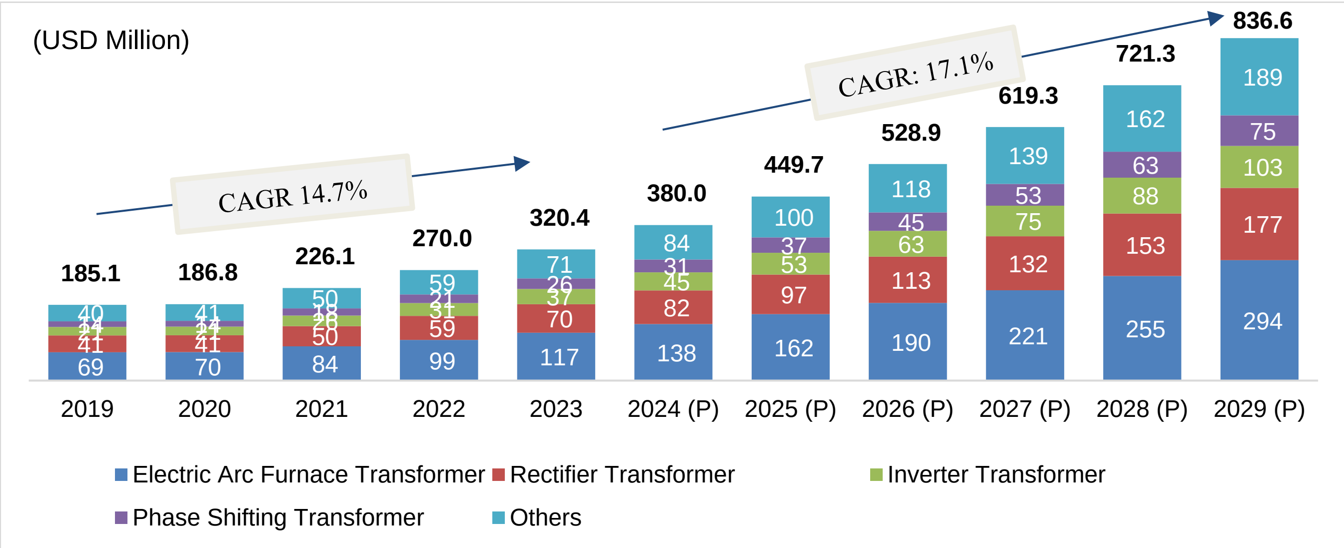
Infrastructure projects, including metro rail expansions, highways, airports, and smart cities, also drive market growth. Metro systems require traction transformers to ensure efficient and reliable operation of rail networks. India's urbanization is further boosting the demand for energy-efficient, compact transformers suited to dense urban environments.

Government-backed programs such as the National Infrastructure Pipeline (NIP), aimed at attracting investments across multiple sectors, add momentum to this growth. Additionally, with rising industrial automation and the adoption of advanced manufacturing technologies, the need for transformers with high precision, reliability, and digital monitoring capabilities is increasing. Therefore, rapid industrialization and infrastructure development are key drivers of the specialty transformer market in India. The sector's growth is fueled by both public and private investments, underscoring the critical role of specialized transformers in meeting the nation's industrial and infrastructural power demands. This trend is expected to sustain as India continues its journey toward economic expansion and technological advancement.

Total market size in quantity and value

The global speciality transformer market has witnessed a growth of ~14.7% (CAGR for 2019-2023). The country's rapid industrialization, urbanization, and increasing focus on renewable energy have created a huge requirement for specialized transformers that can cater to specific application needs. As a result, the domestic specialty transformers market in India has been experiencing steady growth, driven by the need for efficient, reliable, and customized transformer solutions. The specialty transformer market in India is expected to grow at a CAGR of 17.1% until 2029 (CAGR 2024-2029).

Figure 29: India historical market size and outlook of specialty transformers



(P): Projected;
Source: Global Market Insights, Crisil Intelligence

Indian specialty transformers market split between exports and imports

India's trade dynamics in the specialty transformer sector are influenced by its rapid industrialization, electrification initiatives, and infrastructure development. Specialty transformers, including those used in specific applications like industrial machinery, railways, renewable energy systems, and medical equipment, play a crucial role in supporting the country's growing energy and industrial needs. Here is an in-depth analysis of the imports and exports of specialty transformers in India:

Imports of specialty transformers

India imports specialty transformers to meet the demands of advanced applications where domestic manufacturing capabilities are still developing. Key factors driving imports include:

- **Advanced technologies and applications**
  - Indian manufacturers primarily focus on standard transformers, leaving a gap in high-tech specialty transformers for applications like healthcare (MRI and X-ray equipment), renewable energy (solar inverters), and specialized industrial uses.
  - Imported transformers from technologically advanced countries like Germany, Japan, South Korea, and the United States cater to these needs
- **Major import partners**
  - China: A significant supplier of cost-effective specialty transformers for industrial automation and renewable energy.
  - Germany and Japan: Known for high-quality, precision-engineered transformers for medical and specialized industrial applications.
  - United States: Supplies advanced products for defense and high-end industrial requirements.
- **Key applications**
  - Renewable energy integration, especially inverters and step-up transformers for solar and wind power.
  - Specialized machinery in industries like automotive, electronics, and heavy manufacturing.
- **Challenges**
  - Dependence on imports for certain high-tech products increases the trade deficit.
  - High import duties and logistical costs affect affordability for local buyers

Exports of specialty transformers

India's exports of specialty transformers have grown as local manufacturers enhance their production capabilities and explore international markets. Key highlights include:

- **Growing export base**
  - Indian companies are leveraging cost advantages to supply competitive products to emerging markets in Asia, Africa, and South America.
  - Exported products primarily include dry-type transformers, instrument transformers, and products for renewable energy applications.
- **Key export destinations**
  - Middle East and Africa: Growing demand for transformers driven by electrification projects.
  - Southeast Asia: Rapid industrialization and renewable energy projects boost imports from India.
  - Europe and North America: While smaller in volume, niche high-quality products are finding acceptance in these markets.
- **Competitive advantages**
  - Cost-effective manufacturing combined with skilled labor and improved production standards.
  - Government support through various policies and export promotion schemes
- **Challenges**
  - Stringent quality and safety standards in developed markets.
  - Limited brand recognition of Indian manufacturers compared to established global players.

India- Shunt reactor market

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.

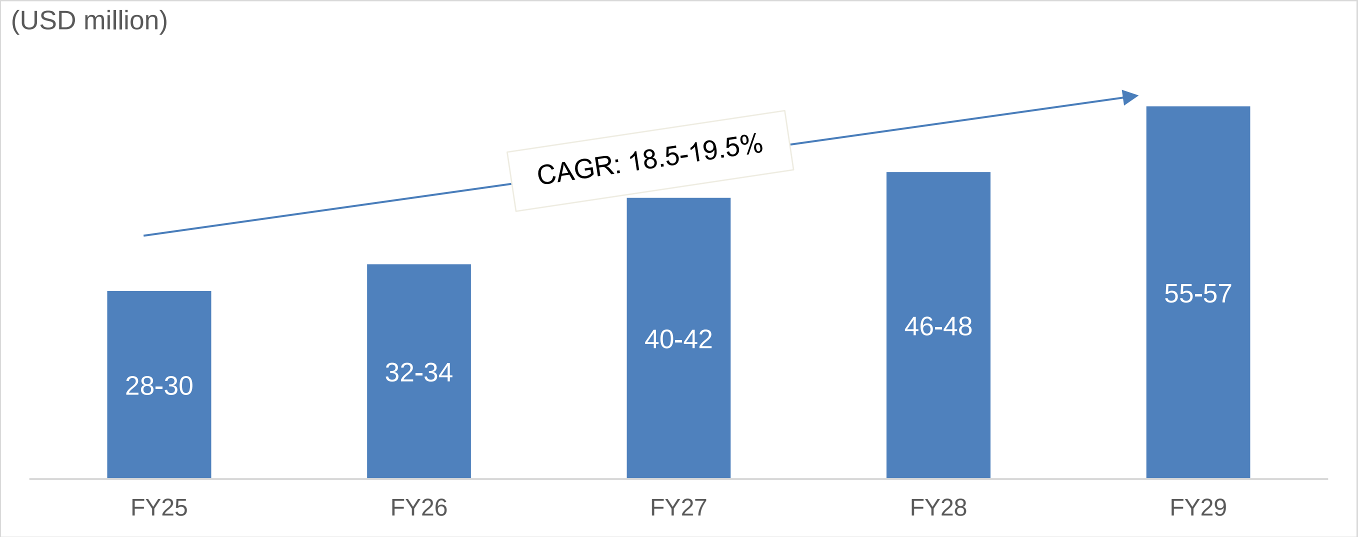
Shunt reactors increase the efficiency in overhead lines by absorbing the reactive power and also improve voltage stability within the desired limits at low loads. Variable shunt reactors are beneficial in renewable energy system like wind and solar energy. Compared to conventional power. These RE projects 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 67.5 GVAr has been envisaged until 2030.

As per the planned requirements, the shunt reactor market is expected to grow at a CAGR of 18.5-19.5% between fiscal 2025-29 and reach to about USD 55-57 million by fiscal 2029.

Figure 30: Shunt reactor market forecast



Source: CEA, Crisil Intelligence

Distribution transformers market overview

Introduction

The rapid urbanization 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 localized 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.

In mature markets, many existing distribution transformers are reaching the end of their operational life. As a result, there is a strong push for replacement and upgrades to newer, more efficient models. This replacement cycle is critical to enhancing reliability and reducing transmission losses.

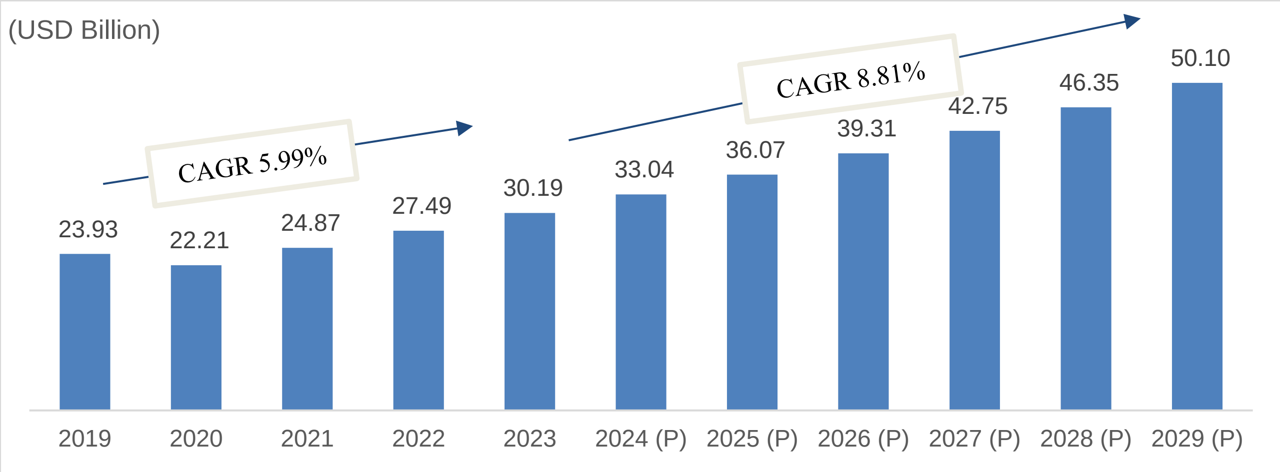
With the rise of smart grid infrastructure, there is a need for intelligent, efficient distribution transformers. These transformers support advanced monitoring and control, allowing utilities to improve load management, reduce outages, and respond swiftly to power demand variations.

Overview of global distribution transformer market

Total market size in quantity and value

The global distribution transformer market has witnessed a growth of ~6% (CAGR for 2019-2023) supported by rise in demand for electricity. Urbanization and expansion of residential areas drive demand for distribution transformers. Increased electrification, especially in emerging economies, boosts requirements for distribution transformers. Growing demand for decentralized renewable energy sources like rooftop solar also supports this market segment, as these systems require lower voltage transformers to connect to local grids. Additionally, government initiatives aimed at rural electrification and improving access to reliable electricity continue to propel the deployment of distribution transformers. The global distribution transformer market is expected to grow at a rate of ~8.8% (CAGR for 2023-2029) supported by increased demand.

Figure 31: Global market size of distribution transformers



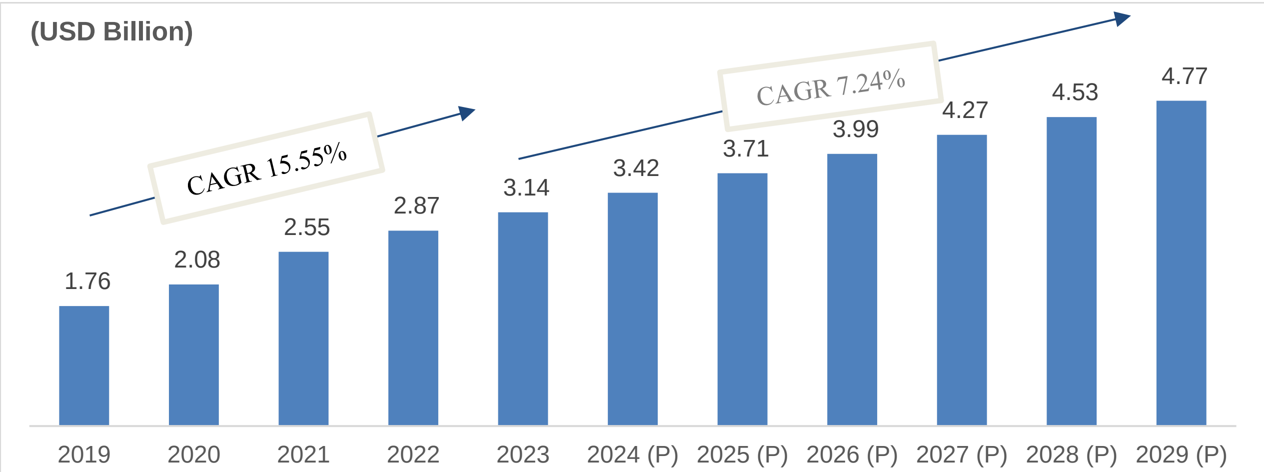
Source: Global Market Insights, Crisil Intelligence

Overview on Indian distribution transformer market

Total market size in quantity and value

The Indian distribution transformer market size is valued at USD ~3.14 billion registering a growth of more than 15% (CAGR 2019-2023). Increasing demand for power, rapid urbanisation and industrialisation, government's initiative to achieve 100% electrification and rapidly growing economy driving the Indian distribution transformer market. The Indian distribution transformer market is expected to grow at a rate of ~7.2% (CAGR for 2023-2029) supported by increased demand.

Figure 32: India market size of distribution transformers



Source: Global Market Insights, Crisil Intelligence

Rising energy requirements from industries and the expansion of transmission and distribution networks, coupled with the growth of the renewable energy sector, are anticipated to propel the Indian distribution transformer market.

Assessment of transformer components industry

Overview of global market size

The rise in global electricity demand, driven by rapid urbanization, industrial growth, and population expansion, has necessitated significant grid expansion and modernization. Developing economies are particularly focused on enhancing their electricity distribution networks, which boosts demand for transformer components like bushings, cores, and windings. Additionally, increasing renewable energy integration requires transformers to efficiently transmit power generated from variable sources, further driving the need for advanced components.

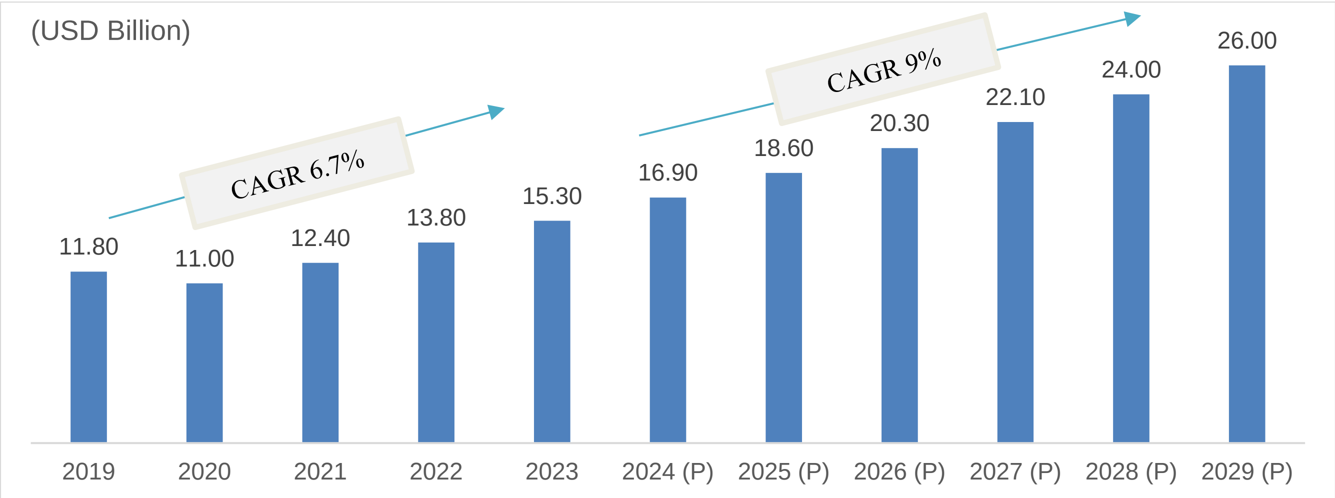
The shift towards smart grid technologies is a major growth driver for the transformer component market. Governments and utilities worldwide are investing in digital substations and advanced monitoring systems that require high-quality transformer components with integrated sensors and monitoring capabilities. These advancements enable real-time diagnostics, predictive maintenance, and improved energy efficiency, creating opportunities for manufacturers to supply innovative, smart components.

Stricter energy efficiency standards and environmental regulations are driving the adoption of transformers with reduced energy losses and lower carbon footprints. Transformer components, such as energy-efficient cores and eco-friendly insulating materials, are being developed to meet these requirements. Growing awareness of sustainability among industries and utilities is further propelling the demand for components that enhance transformer performance while adhering to environmental standards.

In developed markets, aging electrical infrastructure is a critical concern. Many transformers and their components have exceeded their operational lifespans, leading to frequent maintenance, upgrades, or replacements. Governments and utilities are allocating substantial budgets for the refurbishment of existing systems, creating a steady demand for replacement components. This trend is particularly prominent in regions like North America and Europe, where grid infrastructure modernization projects are underway.

Between 2019-23, the global transformer component market grown at a CAGR of 6.7% and reached USD 15.3 billion. It is expected to increase up to USD 26 billion between 2024 and 2029 at a CAGR of 9%.

Figure 33: Global market size of transformer components



(P): Projected; Source: Global Market Insights, Crisil Intelligence

Overview on Indian market

Unlike some of the developed countries, Indian transformer manufacturers have a low degree of backward integration making them rely heavily on component manufacturers for their production needs. This heavy dependence can increase costs and may affect the competitiveness of Indian manufacturers. Many large Indian transformer manufacturers have made significant strides in manufacturing high-voltage transformers domestically, yet the industry still faces challenges in achieving full backward integration.

Indian transformer manufacturers are heavily dependent on imports for critical components like electrical steel and insulation materials, which are primarily produced by global multinational corporations (MNCs). Many a times, these MNCs prioritize exports to the EU and US, where they can command better prices, leaving a void in the Indian supply chain and making it challenging for Indian manufacturers to access these essential components.

Since most of the products are fabricated as per the design given by transformer manufactures, the fabrication process can be easily scalable. However, due to shortage of skilled workforce, the Indian transformer Industry faces challenges in scaling up and there is restricted scaling up. The labour shortage can limit growth potential of Indian transformer manufacturers and hinder their ability to meet increasing demand.

The Indian market for transformer components, including parts of electrical transformers and inductors, is significant, reflecting the country's role as a global participant in the power and electronics industries. In 2022, India exported USD 468 million worth of these components, ranking it the 6th largest exporter globally. Key export destinations include the United States, Kuwait, and Oman, with notable growth in markets like Kuwait. Concurrently, India imported USD 538 million worth of components, primarily from China, Germany, and Vietnam. This trade highlights India's dual role as both a producer and consumer in the transformer component market.

India's ambitious programs like Saubhagya (Pradhan Mantri Sahaj Bijli Har Ghar Yojana) and the Deen Dayal Upadhyaya Gram Jyoti Yojana have accelerated rural electrification, driving the demand for transformers and their components. The push to provide electricity to the most remote areas requires the installation of new transformers and upgrading existing infrastructure, boosting the market for components like bushings, tap changers, and insulation materials.

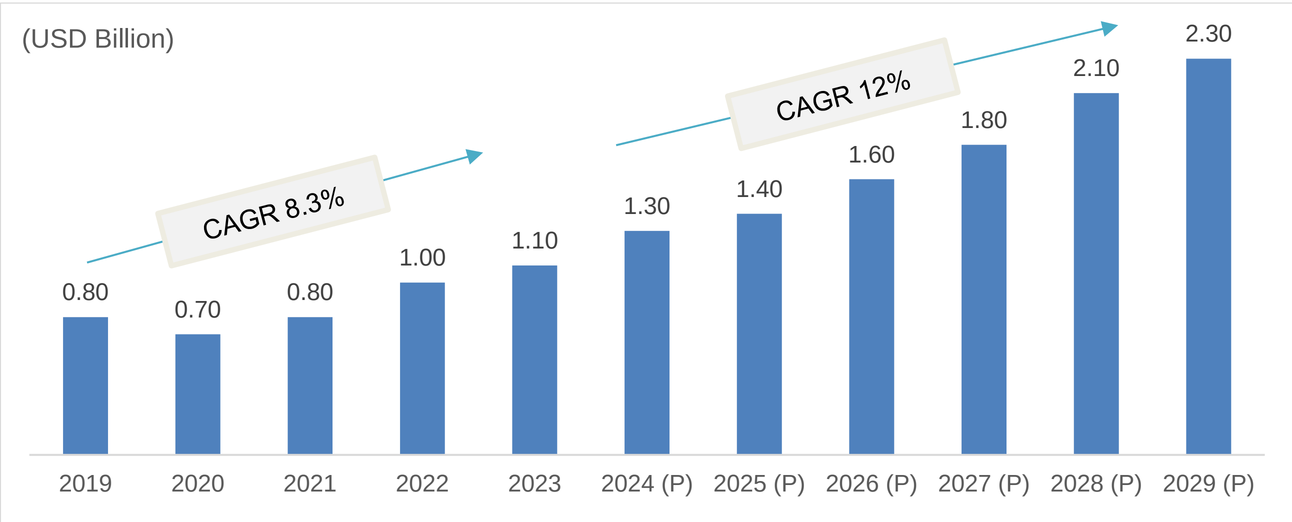
Industrial growth and urbanization are fuelling a surge in electricity consumption in India. Expanding manufacturing hubs, infrastructure projects like Smart Cities Mission, and the growth of urban centres have led to increased installation of high-capacity transformers. These developments directly impact the demand for advanced transformer components, particularly those tailored for heavy-duty and high-efficiency performance.

Country's commitment to achieving 500 GW of non-fossil fuel energy capacity by 2030 underlines its focus on renewable energy. Large-scale solar parks, wind farms, and hybrid renewable installations require transformers with specialized components for handling variable loads and voltage fluctuations. This shift drives demand for components like on-load tap changers, high-temperature conductors, and eco-friendly insulating fluids tailored to renewable energy requirements.

With increasing investments in transmission and distribution (T&D) networks under schemes like Revamped Distribution Sector Scheme (RDSS), India is focusing on reducing power losses and improving grid reliability. This requires upgrading existing substations and installing new ones, creating substantial demand for high-quality transformer components. Innovations like high-voltage bushings, advanced cooling systems, and efficient winding materials are gaining traction as part of efforts to modernize India's grid infrastructure.

Between 2019-23, the Indian transformer component market grown at a CAGR of 8.3% and reached USD 1.1 billion. It is further expected to increase up to USD 2.3 billion between 2024 and 2029 at a CAGR of ~12%.

Figure 34: India market size of transformer components



(P): Projected; Source: Global Market Insights, Crisil Intelligence

Vendor registration as a barrier

Advantages of vendor registration

Various Corporates, State and Central Government Companies conduct vendor registration as a part of their procurement process to ensure transparency, accountability, and efficiency in their dealings with external suppliers. Some of the advantages of getting registered with Government Companies include:

Increased Business Opportunities: Registered Vendors do get new business opportunities by participating in tenders, bids and contracts leading to substantial revenue growth. Registration can also provide vendors with opportunities for growth, both in terms of revenue and capabilities since they work on complex projects and services.

Access to Government Contracts: Registered Vendors, especially with State and Central Government Companies, get access to government contracts, which can be a significant source of revenue. Government Companies continuously work on various infrastructure projects. Registered vendors may have access to government-funded projects, which can provide a significant source of revenue and opportunities for growth.

Credibility and Reputation: Registration with reputable companies (Private or Government) enhances a vendor's credibility and reputation in the market. It also proves their ability to meet the stringent requirements and standards expected by these companies.

Competitive Advantage: Registration with reputable companies can be a competitive advantage, as it sets vendors apart from their competitors and demonstrates their commitment to working with reputed companies, especially government companies. Registered vendors are often given priority in the procurement process, increasing their chances of winning contracts and tenders.

Long-term Partnerships: Registration can also lead to long-term partnerships with government companies, providing vendors with a stable source of revenue and opportunities for growth.

Reduced Administrative Efforts: Registration reduces the administrative efforts of vendors, as they only need to provide documentation and information once, rather than repeatedly for each tender or bid.

Increased Transparency and visibility: Registration promotes transparency in the procurement process, reducing the risk of corruption and ensuring that vendors are treated fairly and equally. Registration also increases a vendor's visibility in the market, making it easier for them to attract new customers and business opportunities.

By getting registered with reputed companies (both government as well as private), vendors can unlock these advantages and improve their chances of success in the market. At the same time, the new entrants may lose some of these advantages due to lack registration with reputed companies.

Typical process followed for vendor registration

Normally the following process is followed for vendor registration by various companies.

Figure 35: Typical vendor registration process

Source: Industry; Crisil Intelligence

The interested Vendors are required to fill (online) or submit their registration forms (offline) along with necessary supporting documents. The Forms received from the vendors are scrutinized and in case of any deficiency, additional documents are sought. Typically, Government Companies may ask for some Registration Fees from interested vendors.

Once the documentation is complete, the vendors are evaluated by a committee based on the competence, capability, available infrastructure, quality assurance system, current business profile and financial status of the interested vendors. Depending on the products, if required, committee members may visit the manufacturing facility of the vendors for assessment of infrastructure, quality assurance measures and other aspects.

Once, the approval of manufacturing capabilities, the Vendors are required to submit samples along with an Internal test report / factory test report. The samples submitted by the vendors are evaluated by Quality control Department of the Company. After successful evaluation of vendor capability as well as the sample approval by the Quality Control, registration of vendors is recommended by the committee and after due approval, vendors are registered and are accordingly conveyed by way of Vendor Registration Letter.

Various document requirements

Some of the key documents required for vendor registration include.

- Partnership agreement/certificate of incorporation
- PAN Card
- Bank account details
- GST Registration certificate
- Adress proof
- Directors PAN Card, DIN Certificate and Address Proof
- Factory details
- Financial details
- Quality control, Test and equipment details
- Other certifications/registrations (Accreditation/ISO/Internation certifications etc.)

Vendor registration as entry barrier

Most of the Government agencies, large corporations conduct vendor registration for ensuring compliance with regulatory requirements, maintaining transparency and accountability, evaluating vendor capabilities, streamlining procurement process and improving overall contract management. Vendor registration provides reduced procurement costs and cycle times, improved vendor quality and performance along with enhanced transparency and accountability.

Vendor registration can act as an entry barrier for competitors by creating complexity, cost, and resource requirements that can be difficult for new entrants to overcome. Various government agencies empanel vendors for various works after following a complex and tedious process of vendor registration. Many a times, the vendor registration process can be lengthy, complex, and bureaucratic, requiring significant time and resources. Vendor registration also requires certifications, licenses, or insurance which can be daunting. With stringent qualification criteria, such as experience, revenue, or certification requirements and limited number of approved vendors, it can be difficult for new entrants to meet these requirements. Additionally, the incumbent vendors may have an advantage in understanding the registration process and meeting the necessary requirements, making it harder for new competitors to enter the market.

Competitive landscape of domestic transformer manufacturing companies

Competitive mapping covers the details of companies, their products and services within a given market to understand competitive intensity. Some of the key players in the domestic transformer manufacturing industry in India are summarised in following table. These players cater to the needs of various industries, including power, transmission, and distribution of electricity.

Table 4: Key players in the domestic transformer manufacturing industry in India

Company Name	<220 kV	> 220 kV	Business segments	No. of Mfg. Units	Mfg Capacity	Power	Furnace	IDT	Rectifier	Reactor	Traction
Transformers & Rectifiers Ltd.	YES	YES	• Transformers • Switchgear	3.00	Current: ~40,000 MVA Proposed: ~15,000 MVA	YES	YES	NO	YES	YES	YES
Meiden T&D (India) Ltd.	YES	YES	• 3 Phase Distribution Transformers • Vacuum Circuit breakers • Power feeding for railway systems • Automotive Test Systems • Plant Construction Works • Maintenance	1.00	Current: ~15,000 MVA	YES	NO	NO	NO	YES	YES
Siemens Ltd.	YES	YES	• Energy incl. EPC • Smart Infrastructure • Mobility • Digital Industries	1.00	Current: ~15,000 MVA Proposed: ~15,000 MVA	YES	NO	NO	YES	YES	YES
TBEA Energy (India) Pvt Ltd.	YES	YES	• Power Transmission incl. Transformers & Reactors • Cables and wires • Advanced Material • New Energy	1.00	Current: ~20,000 MVA	YES	NO	NO	NO	YES	NO
CG Power & Industrial Solutions Ltd.	YES	YES	• Industrial: Motors, Generators, Alternators etc. • Power: Transformers and reactors, switchgear etc. • Railways: Motors, Signaling etc.	2.00	Current: ~35,000 MVA Proposed: ~5,000 MVA	YES	YES	YES	NO	YES	YES
Toshiba Transmission & Distribution Systems (India) Pvt Ltd.	YES	YES	• Energy: Thermal, Hydro and T&D systems (incl. S/s, Transformer) • Infra systems: Railway systems, battery, elevator, water treatment • Storage: Chips • Office: Printers etc.	1.00	NA	YES	NO	YES	NO	YES	YES
Atlanta Electricals Ltd.	YES	NO	• Power, distribution and special application transformers	3.00	Current: ~16,740 MVA	YES	YES	YES	NO	NO	YES
Voltamp Transformers Ltd.	YES	NO	• Transformers • Substations	2.00	Current: ~14,000 MVA	YES	YES	NO	NO	NO	NO

Company Name	<220 kV	> 220 kV	Business segments	No. of Mfg. Units	Mfg Capacity	Power	Furnace	IDT	Rectifier	Reactor	Traction
			• Switchgear etc.		Proposed: ~6,000 MVA						
ECE Industries Ltd.	YES	NO	• Transformers • Elevators • Energy Meters • Switchgears • EPC etc.	2.00	Current: 12,000 MVA	YES	NO	NO	NO	NO	NO
Technical Associates Ltd.	YES	NO	• Transformers	1.00	Current: 20,000 MVA	YES	No	NO	NO	NO	YES
Indotech Transformers Ltd.	YES	NO	• Transformers • Substations	1.00	Current: 7,500 MVA Proposed: 2,500 MVA	YES	NO	NO	NO	NO	NO
Bharat Bijlee Ltd.	YES	NO	• Transformers • Turnkey projects • Motors • Technology for elevators • Drives and automation	1.00	Current: ~18,000 MVA Proposed: ~6,000 MVA	YES	YES	NO	NO	NO	YES
Kanohar Electricals Ltd.	YES	YES	• Power Transformers • Gas Insulated Switchgear • EPC Projects • Transmission Lines	1.00	Current: ~10,500 MVA	YES	YES	NO	NO	YES	YES
Shirdi Sai Electricals Ltd.	YES	YES	• Transformers • EPC- S/s & line works • Distribution Systems, • Rural Electrification	2.00	Current: ~33,500 MVA Proposed: ~19,500 MVA	YES	YES	NO	NO	YES	YES
Vishvas Power Engineering Services Pvt. Ltd.	YES	NO	• Transformers • EPC- Substations	1.00	NA	NO	NO	NO	NO	NO	YES
Hitachi Energy India Ltd.	YES	YES	• Transformers • Substations & Electrification • and other solutions incl. software etc.	2.00	NA	YES	YES	YES	YES	YES	YES
Danish Power Ltd.	Yes	No	• Transformers • Panels • Substation automation services	2.00	Current: 4,681 MVA Proposed ~6,319	Yes	Yes	Yes	Yes	No	No

IDT: Inverter Duty Transformer; NA: Not available, S/s: Sub-station, EPC: Engineering procurement and construction;
Source: Industry, Company Websites, Press Releases, Crisil Intelligence

Following table summarises the competitive analysis of Atlanta Electricals with some of the leading Indian transformer manufacturers. Atlanta Electricals Ltd. competes with different players including BHEL, Siemens Ltd. CG Power and Industrial Solutions Ltd. etc. However, considering their diverse product portfolio and resultant revenue mix, they are not considered for comparison purpose.

Table 5: Competitive analysis with leading Indian transformer manufacturers (present in less than 220 kV)

Rs. Mn	Atlanta Electricals Ltd.				Voltamp Transformers Ltd.				Danish Power Ltd.#			
	H1 FY25 (UA)	FY24 (A)	FY23 (A)	FY22 (A)	H1 FY25 (UA)	FY24 (A)	FY23 (A)	FY22 (A)	H1 FY25 (UA)	FY24 (A)	FY23 (A)	FY22 (A)
Revenue from operations	5701.41	8,675.53	8,738.83	6,256.62	8,258.93	16,162.23	13,851.04	11,272.09	1,633.83	3,324.77	1,887.01	1,486.34
Revenue Growth	NA	-0.72%	39.67%	NC	NC	16.69%	22.88%	NC	NC	76.19%	26.96%	NC
Operating EBITDA	871.24	1,231.61	1,431.17	893.58	2,116.14	4,113.28	2,709.52	1,819.36	320.06	579.98	169.04	111.63
EBITDA Margin	15.28%	14.20%	16.38%	14.28%	25.62%	25.45%	19.56%	16.14%	19.59%	17.44%	8.96%	7.51%
PAT	517.28	635.19	874.72	553.03	1,551.85	3,073.61	1,999.43	1,328.38	207.26	380.74	85.71	52.49
PAT Margin	9.07%	7.32%	10.01%	8.84%	18.79%	19.02%	14.44%	11.78%	12.69%	11.45%	4.54%	3.53%
ROE	18.25%	27.80%	53.05%	71.18%	10.95%	22.71%	18.06%	14.10%	20.10%	46.36%	19.45%	14.79%
ROCE	22.62%	42.34%	57.99%	55.01%	14.49%	29.55%	23.60%	18.47%	17.17%	57.53%	26.16%	16.21%
Net Working Capital	1,722.82	1,614.01	1,387.81	824.98	3,753.50	3,693.47	3,799.09	3,868.90	638.55	399.65	211.50	362.26
Net Working Capital (days)	54	68	58	48	82.26	83.41	100.11	125.28	70.74	43.87	40.91	88.96
Order Book (Rs. Mn)	12,833.21	12,713.80	5,340.62	3,164.60	10,220.10	8,406.60	NA	NA	3,712.57	NA	NA	NA
Order Book break-up												
Orders from government and public sector entities	9,471.95	9,375.23	3,306.68	2,743.95	NA	NA	NA	NA	NA	NA	NA	NA
Private sector entities	3,415.26	3,338.57	2,033.94	420.65	NA	NA	NA	NA	NA	NA	NA	NA

Rs. Mn	Technical Associates Ltd.				Indotech Transformers Ltd.				ECE Industries Ltd.			
	H1 FY25 (UA)	FY24 (A)	FY23 (A)	FY22 (A)	H1 FY25 (UA)	FY24 (A)	FY23 (A)	FY22 (A)	H1 FY25 (UA)	FY24 (A)	FY23 (A)	FY22 (A)
Revenue from operations	NA	7,060.21	5,238.84	2,574.54	2,283.80	5,036.08	3,709.05	2,800.67	NA	7,140.99	5,824.45	4,042.96
Revenue growth	NA	34.77%	103.49%	NC	NC	35.78%	32.43%	NC	NA	22.60%	44.06%	NC
Operating EBITDA	NA	1,355.95	762.61	370.68	359.60	659.01	332.41	185.76	NA	620.02	487.00	695.13
EBITDA Margin	NA	19.21%	14.56%	14.40%	15.75%	13.09%	8.96%	6.63%	NA	8.68%	8.36%	17.19%
PAT	NA	899.15	485.16	180.91	236.30	468.60	257.02	121.90	NA	283.47	376.21	478.53
PAT Margin	NA	12.74%	9.26%	7.03%	10.35%	9.30%	6.93%	4.35%	NA	3.97%	6.46%	11.84%
ROE	NA	24.97%	17.96%	8.33%	9.82%	21.58%	15.04%	8.40%	NA	8.68%	11.57%	14.48%
ROCE	NA	35.60%	22.50%	11.46%	11.68%	27.45%	15.59%	9.65%	NA	14.08%	12.98%	14.86%
Net Working Capital	NA	109.60	351.72	342.44	1,164.00	1,070.60	892.54	560.34	NA	1,963.14	1,848.49	1,606.42
Net Working Capital (days)	NA	5.67	24.50	48.55	92.25	77.59	87.83	73.03	NA	100.34	115.84	145.03
Order Book (Rs. Mn)	NA	NA	NA	NA	NA	7,000.00	4,367.00	2,614.00	NA	NA	NA	NA
Order Book break-up												
Orders from government and public sector entities	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Rs. Mn	Technical Associates Ltd.				Indotech Transformers Ltd.				ECE Industries Ltd.			
	H1 FY25 (UA)	**FY24 (A)**	**FY23 (A)**	**FY22 (A)**	**H1 FY25 (UA)**	**FY24 (A)**	**FY23 (A)**	**FY22 (A)**	**H1 FY25 (UA)**	**FY24 (A)**	**FY23 (A)**	**FY22 (A)**
Private sector entities	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Table 6: Competitive analysis with leading Indian transformer manufacturers (also present in above 220 kV)

Rs. Mn	Transformers & Rectifiers Ltd.				TBEA Energy (India) Pvt Ltd.				Meiden T&D (India) Ltd.*			
	H1 FY25 (UA)	**FY24 (A)**	**FY23 (A)**	**FY22 (A)**	H1 FY25 (UA)	**FY24 (A)**	**FY23 (A)**	**FY22 (A)**	**H1 FY24 (UA)**	**FY23 (A)**	**FY22 (A)**	**FY21 (A)**
Revenue from operations	7,835.40	12,946.76	13,959.70	11,617.46	NA	10,483.62	13,579.06	8,784.04	NA	1,343.53	1,276.71	1,095.46
Revenue Growth	NC	-7.26%	20.16%	NC	NA	-22.80%	54.59%	NC	NA	5.23%	16.55%	NC
Operating EBITDA	1,271.90	1,399.24	1,295.63	838.77	NA	(1,429.77)	147.15	20.90	NA	(184.09)	(193.31)	(300.28)
EBITDA Margin	16.23%	10.81%	9.28%	7.22%	NA	-13.64%	1.08%	0.24%	NA	-13.70%	-15.14%	-27.41%
PAT	653.40	444.97	407.39	139.87	NA	(3,417.16)	(1,351.18)	(1,213.12)	NA	(314.87)	(337.10)	(349.33)
PAT Margin	8.34%	3.44%	2.92%	1.20%	NA	-32.60%	-9.95%	-13.81%	NA	-23.44%	-26.40%	-31.89%
ROE	6.00%	8.03%	10.34%	3.92%	NA	392.01%	-53.10%	-31.22%	NA	-34.57%	-45.28%	-33.32%
ROCE	8.40%	14.07%	14.38%	9.74%	NA	-20.56%	-3.69%	-4.68%	NA	-10.30%	-9.52%	-13.36%
Net Working Capital	10,514.60	6,246.27	5,248.23	4,585.18	NA	421.41	3,198.94	1,016.86	NA	715.71	1,089.34	954.30
Net Working Capital (days)	242	176.10	137.22	144.06	NA	14.67	85.99	42.25	NA	194.44	311.43	317.97
Order Book (Rs. Mn)	35,000.00	25,817.10	17,973.40	12,993.50	NA	NA	NA	NA	NA	NA	NA	NA
Order Book break-up												
Orders from government and public sector entities	19,950.00	16,756.50	10,198.60	6,554.30	NA	NA	NA	NA	NA	NA	NA	NA
Private sector entities	15,050.00	9,060.60	7,774.80	6,439.20	NA	NA	NA	NA	NA	NA	NA	NA

Rs. Mn	Toshiba Transmission & Distribution Systems (India) Pvt Ltd.*				Kanohar Electricals Ltd.*			
	H1 FY25 (UA)	**FY24 (A)**	**FY23 (A)**	**FY22 (A)**	H1 FY25 (UA)	**FY24 (A)**	**FY23 (A)**	**FY22 (A)**
Revenue from operations	NA	40,631.00	32,477.00	24,726.80	NA	3,016.38	3,108.32	2,360.57
Revenue Growth	NA	25.11%	31.34%	NC	NA	-2.96%	31.68%	NC
Operating EBITDA	NA	7,314.00	3,516.00	1,908.80	NA	374.16	376.34	317.56
EBITDA Margin	NA	18.00%	10.83%	7.72%	NA	12.40%	12.11%	13.45%
PAT	NA	5,004.00	2,024.00	1,014.50	NA	207.69	223.02	184.68
PAT Margin	NA	12.32%	6.23%	4.10%	NA	6.89%	7.17%	7.82%
ROE	NA	22.96%	12.03%	6.85%	NA	10.81%	13.00%	12.38%
ROCE	NA	31.42%	16.59%	9.26%	NA	14.81%	18.25%	18.01%
Net Working Capital	NA	13,966.10	11,193.10	8,264.70	NA	1,167.29	724.22	313.81

Rs. Mn	Toshiba Transmission & Distribution Systems (India) Pvt Ltd.*				Kanohar Electricals Ltd.*			
	H1 FY25 (UA)	**FY24 (A)**	**FY23 (A)**	**FY22 (A)**	H1 FY25 (UA)	**FY24 (A)**	**FY23 (A)**	**FY22 (A)**
Net Working Capital (days)	NA	125.46	125.80	122.00	NA	141.25	85.04	48.52
Order Book (Rs. Mn)	NA	NA	NA	NA	NA	NA	NA	NA
Order Book break-up								
Orders from government and public sector entities	NA	NA	NA	NA	NA	NA	NA	NA
Private sector entities	NA	NA	NA	NA	NA	NA	NA	NA

UA: Unaudited, A: Audited; NM: Not meaningful, NC: Not computed, NA: Not available
*On Consolidated basis * On Standalone basis; #FY24 Consolidated and FY23 and FY 22 on standalone basis as per Red Herring Prospectus dated October 15, 2024*
Source: Annual Reports, Company Websites, Crisil Intelligence

Formulae used:
EBITDA: Earnings before interest, tax, depreciation, and amortization (Profit before tax + Finance cost + Depreciation and amortization expense)
EBITDA margin: EBITDA / Revenue from operations for the period
PAT: Profit for the year attributable to owners
PAT margin: PAT / Revenue from operations for the period
ROE=Profit attributable to owners for the period /Equity excluding non-controlling interest
ROCE: EBIT/ Capital employed
EBIT=PAT + Tax+ Depreciation
Capital Employed = Total Debt + Equity
Net working capital = (Current assets-cash and cash equivalents) (Current liabilities current borrowings)
*Net Working capital days= Net working capital/Revenue from operations * no. of days in the period / year*

- Atlanta Electricals is one of the leading manufacturers of power, auto, and inverter duty transformers in India transformers in terms of production volume as of Fiscal 2024.
- Atlanta Electricals manufactures 16,740 MVA transformers per annum up to and including 200 MVA/220 kV.

Threats and challenges for transformer Industry

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.

- **Competition:** The Indian transformer industry faces intense competition from global players, particularly from China, who offer competitive pricing and advanced technology. Competition from Unorganized Players' is another challenge, as many small manufacturers are entering the market, increasing competition and putting pressure on prices

- **Raw material availability and price volatility:** India faces issue of availability of cold rolled grain-oriented (CRGO) steel, a critical material necessary for manufacturing distribution and power transformers. Reliance on imports of CRGO can lead to delays and increased costs

- Fluctuations in the prices of raw materials such as copper, steel, and oil can also impact the industry's profitability.

- **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.

Challenges

- **Quality and reliability:** Ensuring the quality and reliability of transformers is a significant challenge, particularly in the context of India's severe environmental conditions. Another issue that poses a challenge is the high failure rate of transformers, leading to substantial losses for utilities and industries. This underscores the importance of having transformers that are both efficient and reliable.

- **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.

- **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.

- **Price sensitivity:** Presence of multiple small players including unorganized 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.

- **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.

- **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.

OUR BUSINESS

Unless otherwise stated, references in this section to "we", "our" or "us" (including in the context of any financial information) are to the Company along with its Subsidiaries, on a consolidated basis and references to our "Company" refers to Atlanta Electricals Limited on a standalone basis. To obtain a complete understanding of our Company and business, prospective investors should read this section in conjunction with "Risk Factors", "Industry Overview", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 25, 136, 254 and 304, respectively as well as financial and other information contained in this Draft Red Herring Prospectus as a whole. Additionally, please refer to "Definitions and Abbreviations" on page 1 for definition of certain terms used in this section.

Some of the information in the following section, especially information with respect to our plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. You should read the section "Forward-Looking Statements" on page 16 for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors" on page 25 for a discussion of certain risks that may affect our business, financial condition, or results of operations and the "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 254 and 304, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus beginning on page 254. We have also included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from our Restated Consolidated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions. Industry and market data used in this section have been extracted from the CRISIL Report, which has been commissioned by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. The CRISIL Report will be available on the website of our Company at https://aetrafo.com/industry-report.aspx from the date of this Draft Red Herring Prospectus until the Bid/Offer Closing Date and has also been included in "Material Contracts and Documents for Inspection – Material documents" on page 414. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. 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 the CRISIL Report, see "Risk Factors – We have used information from the CRISIL Report which we commissioned for industry related data in this Draft Red Herring Prospectus and any reliance on such information is subject to inherent risks." on page 49. The CRISIL Report will form part of the material documents for inspection and is available on the website of our Company at https://aetrafo.com/industry-report.aspx.

Overview

We are one of the leading manufacturers of power, auto and inverter duty transformers in India, terms of production volume as of Fiscal 2024 (*Source: CRISIL* Report). We are also one of the few companies in India, manufacturing transformers up to and including 200 Mega Volt-Amp ("**MVA**") capacity and with 220 kilovolts ("**kV**") voltage *(Source: CRISIL Report)*. Over a short period, we have witnessed significant growth in terms of revenue from ₹ 6,256.62 million to ₹ 8,675.53 million from Fiscal 2022 to Fiscal 2024 at a CAGR of 38.66%.

The Indian power sector is poised for significant growth, driven by strong demand from high-growth end markets such as data centres and EV charging networks *(Source: CRISIL Report)*. As these industries expand, they will place additional pressure on grid capacity and resiliency, necessitating the deployment of new, modern transformers *(Source: CRISIL Report)*. Furthermore, the Indian Railways' shift towards high-speed trains has created a surge in demand for transformers operating between 66 kV and 132 kV voltage levels. (*Source: CRISIL Report*)

India's renewable energy sector is experiencing unprecedented growth, driven by the government's commitment to reducing carbon emissions and increasing the share of clean energy in the power mix *(Source: CRISIL Report)*. The target of achieving 500 GW of non-fossil fuel-based capacity by 2030 has catalyzed large-scale investments in solar, wind, and hybrid energy projects. As renewable energy adoption expands to remote and challenging terrains, there is also growing demand for compact, lightweight, and robust transformer solutions *(Source: CRISIL Report)*. In alignment with India's renewable energy goals, we recently embraced the green energy transition in 2021 by securing a major order for the supply of eight 80 MVA, 220/33 kV power transformers for Ultra Mega Solar Park in Andhra Pradesh. We successfully conducted a dynamic short circuit test on our 14/17 MVA, 33/4*0.8 kV aluminium foil wound inverter duty transformer, specifically designed for solar power generation applications on February 17, 2022.

With a pan India presence and operations spanning over 30 years in the transformer manufacturing industry, we supply a wide range of transformers starting from 5 MVA/11 kV up to 200 MVA/220 kV. Set forth below is our product portfolio, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Type of Transformer and Range of Manufacturing	Product
1.	Auto Transformer – ranging from 66 kV to 220 kV	
2.	Inverter Duty Transformer – ranging from 0.60 kV to 33 kV	
3.	Furnace Transformer – ranging from 0.43 kV to 66 kV	
4.	Power Transformer – ranging from 11 kV to 220 kV	
5.	Generator Transformer – ranging from 3.30 kV to 220 kV	

Sr. No.	Type of Transformer and Range of Manufacturing	Product
6.	Special Duty Transformer – ranging from 0.43 kV to 132 kV	

As of September 30, 2024, we have a customer base in 19 states and three union territories, across India, with a supply of 4,000 transformers, aggregating to 78,000 MVA to various state and national electricity grids, private sector players and prominent renewable energy generation projects. Additionally, we have provided our products to prominent engineering, procurement, and construction companies.

Our order book, as on September 30, 2024, amounted to ₹ 12,833.21 million. Further, as on September 30, 2024, projects awarded by public sector undertakings and private players contributed to 73.39% and 26.61% to our order book.

We operate three fully functional manufacturing facilities, two located at Anand, Gujarat and one at Bengaluru, Karnataka. Additionally, we are in the process of setting up a manufacturing facility at Vadod, Gujarat which is under construction as on the date of this Draft Red Herring Prospectus. Our fully operational three facilities aggregate to 3,21,451.39 sq. ft. land area with a combined capacity of 16,740 MVA. Our Vadod facility is under construction on 7,72,830.80 sq. ft. land area and will have a capacity of 30,540 MVA. All four of our facilities have a combined capacity of 47,280 MVA production capacity. Our Gujarat Unit – I and Gujarat Unit – II facilities comprise National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") accredited testing laboratories with four transformer testing labs capable of conducting routine tests for transformers up to 200 MVA/ 245kV and one transformer oil testing lab. Our facilities adhere to the industry standards, including ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018, positioning us as a reliable manufacturer of a wide range of transformers, such as power distribution and special duty transformers. These NABL-accredited laboratories have enabled us to conduct all major routine tests internally, thereby reducing our reliance on external third-party laboratories.

Our Company has developed relationships with important players in the transmission and distribution, renewable energy and mobility sectors, which have helped support our growth. As of September 30, 2024, we have a diversified customer base of 208 customers, which include Gujarat Energy Transmission Corporation Limited (GETCO), Adani Green Energy Limited, TATA Power and SMS India.

A graphical representation of our evolution and key milestones is set forth below:

The following table sets forth certain financial and operational information for the years indicated:

(in ₹ million, unless otherwise stated)

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations	5,701.41	8,675.53	8,738.83	6,256.62
Growth in Revenue from Operations (%)	N.A.	(0.72%)	39.67%	N.A.
EBITDA	871.24	1,231.58	1,431.15	893.56
EBITDA Margin (%)	15.28%	14.20%	16.38%	14.28%
Profit after tax	517.28	635.21	874.73	553.03
PAT Margin (%)	9.07%	7.32%	10.01%	8.84%
RoE (%)	18.25%*	27.80%	53.05%	71.18%
RoCE (%)	22.62%*	42.34%	57.99%	55.01%
Net Working Capital	1,722.82	1,614.01	1,387.81	824.98
Net Working Capital Days (days)	54	68	58	48
Order book	12,833.21	12,713.80	5,340.62	3,164.60
Order book break-up				
Orders from government and public sector entities	9,417.95	9,375.23	3,306.68	2,743.95
Private sector entities	3,415.26	3,338.57	2,033.94	420.65

**Not annualized*

Notes:

1. *Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant period/year less Revenue from operations of the preceding period/year, divided by Revenue from operations of the preceding period/year.*
2. *EBITDA is calculated as Profit/(loss) before tax for the period/year add finance cost, depreciation and amortisation expenses.*
3. *EBITDA Margin is calculated as EBITDA divided by Revenue from operations.*
4. *Profit after tax is Profit after tax after share of profit/(Loss) of Associate as reported in the Restated Consolidated Financial Information.*
5. *PAT Margin is calculated as Profit after tax after share of profit/(Loss) of Associate divided by Revenue from Operations.*
6. *Return on Equity is calculated as Profit after tax after share of profit/(Loss) of Associate divided by Net Worth. Net worth has been defined means the aggregate value of the paid-up share capital and other equity.*
7. *Return on Capital Employed is calculated as EBIT divided by Capital employed. EBIT is calculated as Profit/(loss) before tax for the period/year as increased by finance cost. Capital employed is defined as total debt (Long Term borrowings + Short Term borrowings) plus Net Worth as on the last date of the reporting period.*
8. *Net Working capital is calculated as difference between current assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) and current liabilities (excluding current borrowings).*

9. *Net working capital days have been calculated as Net working capital divided by revenue from operations * 365 or 180 days as the case may be.*

Our Strengths

One of the leading manufacturers of power, auto and inverter duty transformers in India, well-positioned to capture the industry tailwinds

We are one of the leading manufacturers of power, auto and inverter duty transformers in India, in terms of production volume as of Fiscal 2024 *(Source: CRISIL Report)*. With over 30 years of experience in the transformer manufacturing industry, we have established a legacy of quality and technology. Over the years, we have expanded our operations significantly, allowing us to establish a robust presence across 19 states and three union territories in India. This extensive footprint demonstrates our ability to meet the diverse needs of customers nationwide.

The Indian market for transformer components, including parts of electrical transformers and inductors, is significant, reflecting the country's role as a global participant in the power and electronics industries (*Source: CRISIL Report*). In 2022, India exported USD 468.00 million worth of these components, ranking it the 6th largest exporter globally. Key export destinations include the United States, Kuwait, and Oman, with notable growth in markets like Kuwait (*Source: CRISIL Report*). Concurrently, India imported USD 538.00 million worth of components, primarily from China, Germany, and Vietnam (*Source: CRISIL Report*). This trade highlights India's dual role as both a producer and consumer in the transformer component market (*Source: CRISIL Report*). With increasing investments in transmission and distribution (T&D) networks under schemes like Revamped Distribution Sector Scheme (RDSS), India is focusing on reducing power losses and improving grid reliability (*Source: CRISIL Report*). This requires upgrading existing substations and installing new ones, creating substantial demand for high-quality transformer components (*Source: CRISIL Report*). Innovations like high-voltage bushings, advanced cooling systems, and efficient winding materials are gaining traction as part of efforts to modernize India's grid infrastructure (*Source: CRISIL Report*).

Between 2019-23, the Indian transformer component market grown at a CAGR of 8.3% and reached USD 1.1 billion (*Source: CRISIL Report*). It is further expected to increase up to USD 2.3 billion between 2024 and 2029 at a CAGR of ~12% (*Source: CRISIL Report*).

Our experience has allowed us to establish market presence, making us a trusted name in the industry. At the core of our business philosophy are trust and reliability. With over three decades of experience in the transformers manufacturing industry, we have cultivated an ethos for delivering value while fostering long-term relationships with our customers. Our proven track record, combined with a commitment to facilitating customer satisfaction and innovation, positions us as a trusted player in the transformers manufacturing industry.

Our growth is fuelled by key industry drivers such as increasing investments in renewable energy projects and rapid industrialization and infrastructure development, presenting significant opportunities in the transformer manufacturing market. By remaining at the forefront of industry trends, we are well-positioned to capitalize on these opportunities ensuring our continued status as one of the leading manufacturers of power transformers.

Additionally, all our products are designed to meet stringent international standards, ensuring global competitiveness. They undergo rigorous testing at our NABL accredited testing laboratories, which are equipped to perform routine, type, and special tests (except short-circuit tests), guaranteeing product quality and reliability. This approach to manufacturing and quality assurance reinforces our standing in the transformer industry, enabling us to deliver solutions that consistently meet the highest global standards.

Broad and diversified product portfolio with focussed product development tailored to meet the customer requirements

We offer a broad and diversified product portfolio, which is designed to meet the diverse requirements of our customers. As of September 30, 2024, our portfolio comprises of 6 products, such as power transformers, inverter duty transformers, furnace transformers, generator transformers, and special duty transformers. For details, refer to "– *Our Products*" on page 196.

Set forth below are the details of our current product capabilities for the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022:

Transformer Type	Maximum HV kV Rating	Maximum MVA Rating	Transformers and allied products sales during the six-month period ended September 30, 2024 (in ₹ million)	Transformers and allied products sales as at March 31, 2024 (in ₹ million)	Transformers and allied products sales as at March 31, 2023 (in ₹ million)	Transformers and allied products sales as at March 31, 2022 (in ₹ million)
Power Transformer	220 kV	160 MVA	4,130.39	7,719.14	8,159.09	5,800.52
Auto Transformer	220 kV	200 MVA	722.13	80.24	271.12	193.36
Inverter Duty Transformer	33 kV	18.5 MVA	496.13	492.00	26.49	-
Furnace Transformer*	66 kV	50 MVA	-	-	-	4.50
Generator Transformer*	220 kV	160 MVA	-	-	-	-
Special Duty Transformer*	132 kV	50 MVA	-	-	-	-
Allied products	-	-	125.70	86.36	54.91	27.39
Total			**5,474.34**	**8,377.74**	**8,511.61**	**6,025.78**

**Our Company has not manufactured this product during the six-month period ended September 30, 2024, and during Fiscals 2024 and 2023.*

We understand the need for customization to cater to specific customer requirements. We have successfully manufactured and supplied transformers tailored to unique specifications for institutional and corporate customers. For instance, we are one of the few companies to deliver 66 kV transformers to Leh, which were designed for installation at an altitude of over 3,000 meters. and to withstand ambient temperature conditions. In 2010, we secured an order to supply 14 units of 6.3 MVA transformers, engineered to operate at an altitude of over 3,000 meters above sea level and to withstand ambient temperature conditions, enhancing our reputation for producing transformers designed for challenging operational environments.

We also manufactured and supplied 20 MVA, 66/11.55 kV power transformers with dry plug-in terminations (both HV and LV), using natural and synthetic ester oils. These ester-based fluids are fire-safe, biodegradable, and less hazardous, making them ideal for use in urban environments.

Our ability to adapt transformer products to meet the specific needs of customers across a wide range of sectors provides us with a significant competitive advantage in the transformer market. We cater to a diverse customer base throughout the nation, providing a range of products tailored to various industry requirements. This extensive product portfolio underscores our commitment to innovation and quality, positioning us to effectively serve a wide array of sectors and acts as an insulator against slowdown in one particular industry.

We offer a comprehensive after-sales support, which complements our high-quality product offerings thereby fostering customer loyalty. Our commitment to customer satisfaction has been recognized through numerous appreciation letters and certificates, highlighting our services. To enhance product knowledge, we offer both onsite and offsite training programs tailored to our customer's needs. This approach helps us take advantage of growth and expansion opportunities in the market. Additionally, our in-house training programs not only help maintain quality standards but also attract fresh talent.

Strong order book coupled with well diversified customer base

We are one of the leading manufacturers of power, auto and inverter duty transformers in terms of production volume as of Fiscal 2024 *(Source: CRISIL Report)*. As of September 30, 2024, we have cultivated relationships with 208 customers of which 21 are public sector undertakings and 187 are private sector players. Our customer base has expanded significantly, growing from 77 customers in Fiscal 2022 to 184 customers in Fiscal 2024, reflecting a compound annual growth rate ("**CAGR**") of 33.69% and reaching 208 customers as of September 30, 2024. Our key customers span across various sectors, including the special purpose transformers, transmission, and renewables sector.

Our order book, as on September 30, 2024 and Fiscals 2024, 2023 and 2022, amounted to ₹ 12,833.21 million, ₹ 12,713.80 million, ₹ 5,340.62 million and ₹ 3,164.60 million, respectively. As on September 30, 2024, projects awarded by public sector undertakings and private sector players contributed to 73.39% and 26.61% to our order book, respectively. Diversifying our order book across different business and geographical regions, enables us to pursue a broader range of project tenders and therefore maximize our business volume and profit margins. The consistent growth in our order book is a result of our past experience, our focus on maintaining quality standards in our construction and project execution skills.

As of September 30, 2024, we supply to 19 states utilities and three union territories utilities and a multitude of industry customers. This diverse customer base across various industries such as transmission, steel, dairies, solar, textile, construction and infrastructure etc. allows us to meet varied requirements while minimizing risk. Our approvals from organizations such as PGCIL and Ministry of Railways, Government of India have unlocked new opportunities in emerging product segments and geographic markets, including the northeast and export territories.

The Indian government's Interim Budget for 2024-2025 allocated USD 1.02 billion for solar power grid infrastructure, up from $0.60 billion the previous year. Moreover, the Green Hydrogen Mission and the Strategic Interventions for Green Hydrogen Transition (SIGHT) Program received USD 2.10 billion, which further proliferates the market statistics (*Source: CRISIL Report*). Our presence in the renewable energy sector includes collaborations with some of the well known names in the industry for solar, wind, and hybrid power projects across Gujarat, Rajasthan, Andhra Pradesh and Karnataka. Step-up transformers, for instance, are essential in solar and wind power plants to elevate the voltage of the electricity generated for transmission to the grid. Additionally, inverter duty transformers are crucial for mitigating harmonics and ensuring smooth integration with grid networks. The Indian government's flagship programs, such as the National Solar Mission and state-level renewable energy initiatives, are further driving the demand for these specialized products (*Source: CRISIL Report*).

The following table sets forth our revenue from renewable energy sector for the periods indicated:

Parameter	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total revenue from renewable energy sector (in ₹ million)	907.94	903.38	536.51	744.84
% of consolidated revenue	15.92%	10.41%	6.14%	11.90%

Our products are supplied to institutional customers which stipulates specific pre-qualification requirements. This includes past experience in supply, ability to meet technical specifications, a reputation for quality and safety, financial strength, and price competitiveness. Our pre-qualified status with public sector companies and other institutional customers strengthens our competitive position in the market.

Over the years, our commitment to customer satisfaction has fostered repeat business and expansion. Our notable customers include key players such as GETCO, in the state transmission sector; Adani Green Energy, TATA Power and O2 Power, in the renewable energy space; and various EPC firms in both renewable energy and transmission sectors like Shyama Power, ABN Towers and SMS India. Our relationship with public sector undertakings further reinforces our market presence. Importantly, our diversified customer base not only enhances our brand recognition but also supports our competitive advantage, positioning us for sustainable growth in the future.

Manufacturing capabilities with focus on quality and high level of regulatory compliance and health and safety measures

Our Company has robust manufacturing capabilities with a dedicated emphasis on quality, regulatory compliance, and health and safety measures. We operate three manufacturing facilities, two located in Anand, Gujarat and one in Bengaluru, Karnataka, equipped with advanced technology to ensure the production of quality and various types of transformers. We are in the process of setting up a manufacturing facility at Vadod, Gujarat. Our present capabilities include 35 winding machines, eight core building stations, 14 core coil assembly stations, two vapor phase drying ovens, six vacuum drying ovens, and seven tanking workstations, enabling us to meet demanding production schedules. Our testing facilities include four NABL – accredited labs capable of testing transformers up to 200 MVA/245 kV, conducting a range of routine and specialized tests, such as lightning impulse test, temperature rise test, acoustic noise level test, partial discharge analysis and sweep frequency response analysis.

As of the six-month period ended September 30, 2024, and for the financial years ended March 31, 2024, 2023, and 2022, our aggregate installed manufacturing capacity was 16,740 MVA, 14,820 MVA, 14,820 MVA, and 14,820 MVA, with capacity utilization rates of 44.60%, 71.33%, 70.88%, and 61.28%, respectively. Our state – of – the – art infrastructure features machinery and equipment sourced from global suppliers, ensuring efficiency in our production processes. Our facilities comply with international quality management standards, including ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018. Furthermore, specific products manufactured at our facility in Gujarat have received accreditation from the National Accreditation Board for Testing and Calibration Laboratories (NABL), in accordance with ISO/IEC 17025:2017. We maintain industry practices by implementing strict process controls and checks that our employees are trained for and a dedicated quality control team that conduct inspections to ensure that our products meet the required specifications. We have an in – house testing and inspection facilities such as dimension accuracy testing, impact resistance testing, surface finish inspection, colour finish inspection, gloss finish inspection and density testing.

This positions us to effectively meet expanded demand for our products while ensuring adherence to the highest quality and safety standards.

Experienced management team and qualified personnel with significant industry experience

Our Company is guided by a highly experienced team, including our Promoters, who collectively bring decades of expertise in the electrical industry. Mr. Krupeshbhai Narharibhai Patel, with over 23 years of comprehensive experience in transformers manufacturing industry. Mr. Tanmay Surendrabhai Patel, who has over 22 years of experience in the transformers, electrical and manufacturing sectors. Mr. Niral Krupeshbhai Patel, possessing over 22 years of experience in transformers manufacturing industry. Mr. Amish K. Patel, with 17 years of combined experience in real estate, investment and acquisitions. The composition of our Board of Directors not only includes our Promoters but also comprises experienced professionals from respective industries. Their varied backgrounds and experience enhance our decision-making processes, thus contributing to our success. We believe that this provides us with a competitive advantage, as we seek to expand our business in existing markets and enter into new markets and positions us well to capitalize on future growth opportunities.

As of September 30, 2024, our management team is supported by 301 professionals across various functions, including business development, finance, operations, engineering, marketing, legal, human resources, and design. This diverse talent not only enriches our operational capabilities but also positions us to respond effectively to the dynamic demands of the industry.

We will continue to leverage on the experience of our management team and their understanding of the transformer industry in order to take advantage of current and future market opportunities.

Track record of profitability and consistent financial performance in an industry with significant entry barriers.

We have established a consistent track record of financial performance, reflecting our operational efficiency and market leadership. For the six-month period ended September 30, 2024, and the financial years ending March 31, 2024, 2023, and 2022, our revenue from operations stood at ₹ 5,701.41 million, ₹ 8,675.53 million, ₹ 8,738.83 million, and ₹ 6,256.62 million, respectively. Our financial growth is further evidenced by continuous improvements in our balance sheet over the last three fiscal years and the six-month period ended September 30, 2024. This reflects our ability to sustain profitability while expanding operations. For further details, see "*Basis for Offer Price – Key Performance Indicators*" on page 126.

We also prioritize maintaining an optimal capital structure by prudently managing our leverage and adhering to a conservative debt policy. As of September 30, 2024, our debt-to-equity ratio was 0.31, calculated based on long-term borrowings, short-term borrowings, and current maturities in relation to equity share capital and other equity. This disciplined financial approach ensures stability and positions us well for future growth.

Our Strategies

Capital expenditure to achieve capacity expansion and focus on being backward integrated

In line with our expansion strategy, we are actively pursuing to infuse capital expenditure in critical transformer components which includes transformer tanks, frames, radiators and transformer insulation.

We aim to continuously improve profitability through cost optimization, leveraging our backward integration capabilities, and increasing capacity utilization. By focusing on product improvements, quality control and dedicated research and development, we optimize production processes. Our large size and scale enable us to produce higher volumes, spreading fixed costs more efficiently and reducing production costs on a per-unit basis, which allows us to lower unit sales prices and enhance competitiveness. This will not only lower production costs but also improve overall operational control.

We are in process of setting up a manufacturing facility in Vadod, Gujarat which will help us in expanding our business operations.

Additionally, we are committed to further optimizing production by improving engineering capabilities, debottlenecking critical processes, increasing flexibility, and minimizing scrap. We are also prioritizing local sourcing by identifying local suppliers in new markets, strengthening our supply chain resilience, reducing lead times, and supporting local economies, particularly in emerging markets where we plan to expand. With our advanced manufacturing facilities, research and development capabilities, and ongoing expansion, we are positioned to reduce costs, increase production, and achieve economies of scale.

Continue to expand our customer base beyond India and increase wallet share

The transformer market is experiencing a significant surge in demand, primarily driven by the rapid expansion of the transmission and distribution sector. India's growing power demand, manufacturing push, and electrification efforts, as well as the country's ambitious green energy transition goal of 500 GW by 2030, are all contributing to a revival of transmission and distribution capital expenditure (capex) activity. According to the Central Electricity Authority's National Electricity Plan, the power transmission segment alone is expected to see a capex of Rs 4.25 trillion by 2027, underscoring the immense opportunities for transformer manufacturers in this space (*Source: CRISIL Report*).

India's AC transformation capacity has been steadily increasing, reaching 1,217.58 GVA across the 220-765 kV levels as of March 2024. Over the five-year period from fiscal 2019 to 2024, the AC transformation capacity grew at a CAGR of 6.8%. The domestic transformer market is expected to grow by 7-8% in 2024. Transformer segment has registered a growth of 9-10% in between 2019-23 and is expected to grow at CAGR of ~10-11% from 2024-2029. The Asia-Pacific region, particularly China and India, has been a significant contributor to the growth of the transformer manufacturing industry, driven by rapid industrialization and infrastructure development with companies like ABB, General Electric, Mitsubishi Electric, Schneider Electric, Siemens, and TBEA (*Source: CRISIL Report*).

To capitalize on industry opportunities, we have identified three key growth strategies: expanding our presence in the power sector, targeting the Ultra High Voltage (UHV) and Extra High Voltage (EHV) markets within our existing customer base, and exploring new market segments. Geographic diversification is also a priority, with plans to enter controlled markets such as Nepal and select regions in Africa. Through local partnerships, we aim to navigate regulatory landscapes effectively. Additionally, we are positioning ourselves to leverage our expertise in transformers for renewable energy projects, aligning with global sustainability trends and the rising demand for clean energy solutions.

Our in-house advanced capabilities to develop new technologies and products provide us with a competitive edge in pricing and customization. Our ability to innovate and deliver transformers, such as testing transformers, inverter duty transformers of various ratings, and transformers used in railways, positions us as a valuable partner in the industry. Going forward, we will continue to develop customized solutions that meet evolving market demands and strengthen our pricing leverage. By leveraging long-standing relationships and repeat orders, we aim to establish ourselves as the preferred supplier. In addition to expanding our customer base, we are focused on increasing our wallet share with our current customers. The average value of customer orders during the six-month period ended September 30, 2024, and in Fiscal 2024, 2023, and 2022, was ₹ 193.99 million, ₹ 292.73 million, ₹ 157.14 million, and ₹ 128.78 million, respectively. By offering more customized products and handling complex manufacturing processes, we aim to enhance customer retention and increase the frequency and value of future orders.

We also focus on inorganic acquisitions that align with our core values and business objectives. These acquisitions will be targeted towards further enhancing our technological capabilities, expanding our global reach, and driving innovation in key segments that we cater to. Additionally, we aim to foster strategic partnerships and collaborations to accelerate our growth trajectory and strengthen our position in the evolving landscape of technology and energy sectors. These insights not only inform our strategic decisions but also enable us to innovate and adapt effectively, ensuring our competitiveness in the ever-evolving business landscape.

Our strategy also includes enhancing our after-sales support, which is a key differentiator in maintaining customer loyalty. We plan to expand our comprehensive service offerings to ensure customer satisfaction, including tailored training programs and resources that help customers maximize the performance of our products. In addition, we are establishing a structured feedback mechanism to collect insights from customers, enabling continuous improvement in both our products and services. This focus on after-sales support, combined with our innovative capabilities, positions us to increase wallet share and expand our customer base, ensuring sustained growth in the years to come.

Increase market share with improved utilisation levels

We currently have an aggregate installed capacity of 16,740 MVA as at September 30, 2024, at our three manufacturing facilities located in Anand, Gujarat, and Bengaluru, Karnataka. To further support our growth and capture a larger share of the market, we are in the process of setting up an additional manufacturing facility in Vadod, Gujarat which will increase our installed capacity to 47,280 MVA.

Improving operational efficiency and optimizing the management of our manufacturing facilities are key to achieving higher levels of capacity utilization. By increasing production volumes and enhancing overall efficiency, we aim to significantly boost our market share. This will not only optimize our capacity utilization but also minimize energy consumption and enhance product quality, further strengthening our competitive advantage.

We are also committed to leveraging digital tools to optimize various aspects of our operations, such as raw material usage, fuel consumption, supply chain management, and sales forecasting. These initiatives will allow us to monitor any deviations from the standard manufacturing parameters and make real-time adjustments to maintain optimal performance across all production lines. By doing so, we expect to maximize the efficiency of our facilities, thereby supporting our efforts to expand market share.

In addition to operational improvements, we are focused on sound financial management to sustain our growth. Our strategy includes making strategic capital investments in new projects, research and development, and infrastructure, ensuring that each investment is aligned with our long-term objectives for optimal returns. Simultaneously, we will continue to implement cost-efficiency measures to monitor and optimize expenses across departments, enhancing profitability without compromising on the quality of our products. By combining operational efficiency, supply chain optimization, and strong financial discipline, we believe that we can increase our market share and maintain sustainable growth in the competitive transformer industry.

Continue to enhance our brand through innovative and focused marketing initiatives

We aim to further strengthen our brand presence and foster customer loyalty by continuing to implement targeted and innovative marketing strategies. As part of our comprehensive marketing plan, we seek to enhance brand awareness and visibility through a multi-channel approach that includes increased advertising efforts across print, social media platforms, and television campaigns. These initiatives are designed to reach a broader audience and elevate our profile in the transformer manufacturing industry.

Our marketing strategy also emphasizes the importance of building and maintaining relationships with our customers. By increasing one-to-one interactions, whether through direct engagement, product demonstrations, or technical consultations, we can better understand our customers needs and reinforce our reputation for reliability and innovation. With a pan-India presence and the scale of our operations, we are positioned to further focus on branding and promotional activities. Our widespread reach allows us to engage with key markets and stakeholders more effectively, which will help us differentiate ourselves from competitors and maintain our leadership in the industry.

Strengthening brand position is central to our marketing strategy. Through these focused and innovative marketing initiatives, we intend to enhance our brand's reach, strengthen our market position, and solidify our reputation as a trusted and forward-thinking leader in the transformer manufacturing industry.

The foregoing strategies of our Company have been adopted pursuant to a resolution of our Board dated February 4, 2025.

Our Business Operations

Our Products

We supply a wide range of power transformers starting from 5 MVA/11 kV up to 200 MVA/220 kV, as well as auto transformers, inverter duty transformers, furnace transformers, generator transformers, and special duty transformers. Set forth are the descriptions, specifications and applications of our key products which we manufacture:

Power Transformers

A power transformer is a static device that efficiently transfers electrical energy between circuits without changing the frequency, using electromagnetic induction. Power transformers modify voltage levels to enhance energy efficiency and safety in power transmission. Various types, such as step-up, step-down, single-phase, and three-phase, cater to different electrical system requirements. Essential in sectors like power generation, transmission, and distribution, power transformers also provide specific voltage levels for diverse applications.

Auto Transformers

An autotransformer is a type of transformer that uses a single winding for both the primary and secondary windings. An autotransformer has a direct electrical connection between the primary and secondary circuits. The voltage can be adjusted by changing the number of turns between the input and output taps. These transformers are used in many applications, including power-supply boost converters, computers, medical equipment, remote control equipment, and telecommunication equipment.

Inverter Duty Transformers

They are used to transfer electrical energy without changing the frequency and are suitable for solar and wind applications. They are specialised, high-efficiency transformers with robust construction, high overload capability, reduced noise and vibration levels, designed for applications like solar power plants, wind farms, VFDs and renewable energy systems.

Furnace Transformers

Many industries and manufacturing facilities utilize arc furnaces, ladle furnaces, and induction furnaces, all of which require reliable furnace transformers for power supply. We design and supply a variety of furnace transformers, offering up to 24 pulses with multiple windings, reaching capacities of 50 MVA and 66 kV Class. Our heavy-duty transformers are rigorously tested to perform under challenging conditions, ensuring stability despite fluctuations in current and voltage.

Special Duty Transformers

Special Duty Transformers require careful consideration of design parameters such as flux density, current density, short-circuit withstand capacity, and thermal performance under varying load conditions. The technical specifications for these transformers present significant design challenges. Types of special duty transformers include short circuit testing transformers, rectifier transformers, and high voltage testing transformers, each with specific requirements that must be addressed to ensure efficient and reliable operation.

Installed capacity and capacity utilization

The table below sets forth the capacity utilization across our three manufacturing facilities as of September 30, 2024, March 31, 2024, 2023 and 2022, respectively:

Facility	Six-month period ended September 30, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	Installed capacity (in MVA)	Capacity Utilisation (sales) (in MVA)	Capacity Utilisation (in %)	Installed capacity (in MVA)	Capacity Utilisation (sales) (in MVA)	Capacity Utilisation (in %)	Installed capacity (in MVA)	Capacity Utilisation (sales) (in MVA)	Capacity Utilisation (in %)	Installed capacity (in MVA)	Capacity Utilisation (sales) (in MVA)	Capacity Utilisation (in %)
Gujarat Unit – I	9,360.00	4,131.00	44.14%	7,440.00	5,836.00	78.44%	7,440.00	4,073.00	54.74%	7,440.00	4,376.00	58.82%
Gujarat Unit - II	6,660.00	3,294.50	49.47%	6,660.00	4,615.10	69.30%	6,660.00	5,423.30	81.43%	6,660.00	3,921.80	58.89%
Karnataka	720.00	40.00	5.56%	720.00	120.00	16.67%	720.00	1,008.00	140.00%	720.00	784.50	108.96%
Total	**16,740.00**	**7,465.50**	**44.60%**	**14,820.00**	**10,571.10**	**71.33%**	**14,820.00**	**10,504.30**	**70.88%**	**14,820.00**	**9,082.30**	**61.28%**

As certified by M/s. Adharshila Associates, independent chartered engineer pursuant to their certificate dated February 4, 2025.

Manufacturing Facilities

We operate three manufacturing facilities and one to be operational manufacturing facility in India, each equipped with advanced technology.

Anand Unit 1

Anand Unit 1 was set up at Plot No. 1503/04, Vithal Udyog Nagar GIDC in Anand, Gujarat and spans across an area of approximately 7,840 square meters land area and has an annual installed capacity of 9,360.00 MVA, as of September 30, 2024. We use this facility for manufacturing of large rating Transformers from 50 MVA to 200 MVA having HV voltage rating up to 220 kV. Typically, large rating Power Transformers & Auto Transformers are manufactured in this plant. For details, see '- *Installed capacity and capacity utilization'* on page 197.

Anand Unit 2

Anand Unit 2 was set up at Plot No. 1701-02, Vithal Udyog Nagar GIDC in Anand, Gujarat and spans across an area of approximately 17,845 square meters land area and has an annual installed capacity of 6,660.00 MVA, as of September 30, 2024. We typically use this facility to manufacture power transformers from 10 MVA to 40 MVA 132 kV and produce inverter duty transformers for our solar park customers and special purpose transformers for our customers. For details, see '- *Installed capacity and capacity utilization'* on page 197.

Bangalore Unit

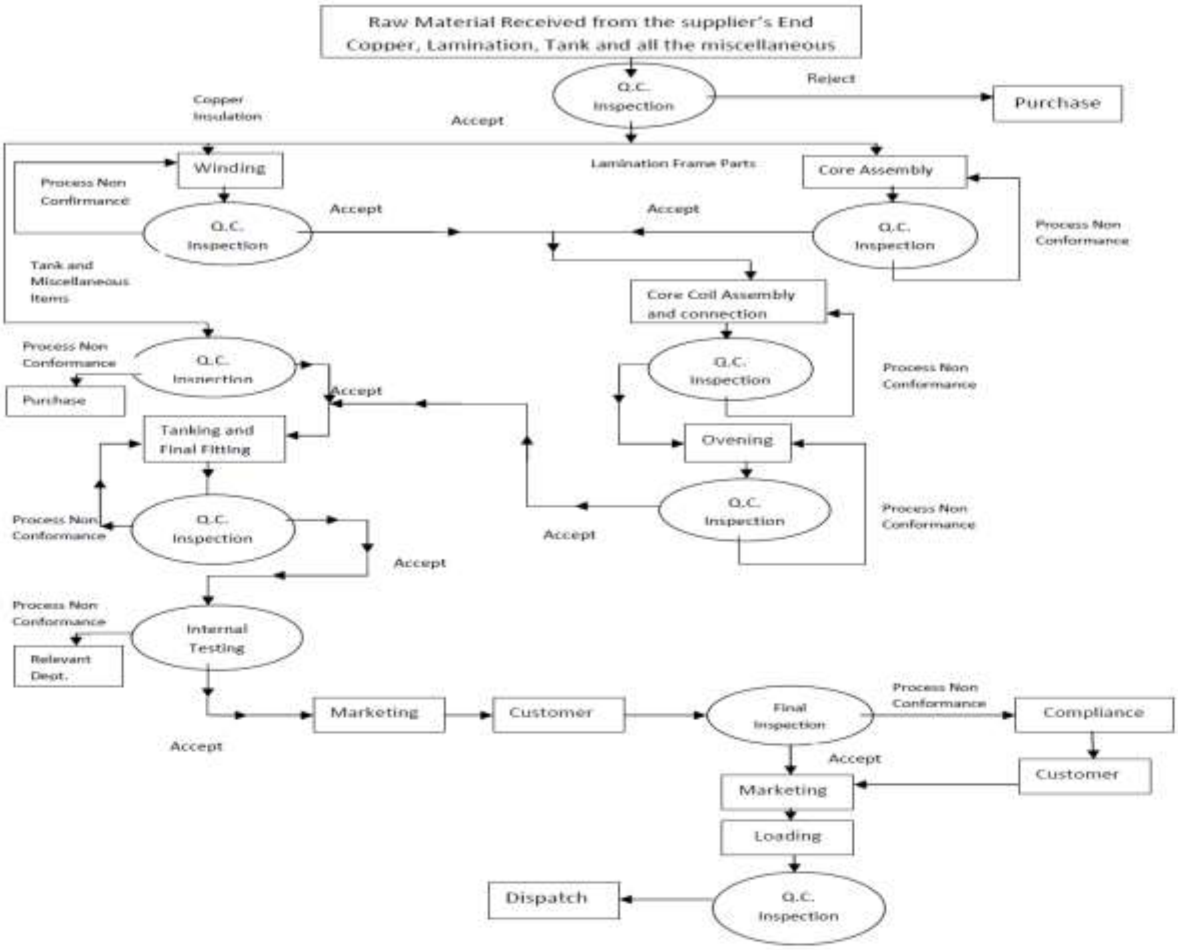
Bangalore Unit was set up at Plot No. 1, KIADB Industrial Area, Doddaballapura, in Bengaluru, Karnataka and spans across an area of approximately 4,178.84 square meters land area and has an annual installed capacity of 720.00 MVA, as of September 30, 2024. We use this facility to manufacture power transformers upto 16 MVA 110 kV. We generally cater to the requirement of nearby customers from this plant to have an edge on logistics cost. For details, see '- *Installed capacity and capacity utilization'* on page 197.

Vadod Unit

Vadod Unit is presently under construction at Vadod, Gujarat and spans across an area of approximately 71,798.40 square meters land area and has an annual installed capacity of 30,540.00 MVA. We intend to use this facility to manufacture power transformers, generator transformers and special duty transformers. For details, see '- *Installed capacity and capacity utilization'* on page 197.

Manufacturing Process

The flowchart below provides a brief overview of our processes involved in the manufacturing of transformers:



Process	Explanation
Winding	Windings are made from electrical grade copper and aluminium wires, strips and sheets. The process involves winding of the conductors onto a fixed or collapsible formers maintaining the dimensions and insulations as per the design. Our winders can produce windings from paper insulated single or multiple conductors and continuously transposed conductors. Our workforce is highly skilled in making all types of windings like disc, helical, layered, crossover, sandwich and concentric. We use windings of Aluminium foil for inverter duty transformers. On being removed from the winding formers, all winds are subjected to heating in ovens to remove the moisture contents from the insulating materials and pressed to achieve the desired dimensions.
Core Building	The cores are made of silicon steel which is cold rolled for orientation of grains to provide high permeability, low losses and high stacking factor. Transformer cores are built using cold rolled grain-oriented strips of various thicknesses from 0.30 mm to 0.20 mm thickness. Our cores are built using mitred, step lap design to impart low losses and compactness.
Core Coil Assembly	This is a process wherein the yoke of the core is removed, and windings are placed to encircle the core limbs. While inserting the coils around the core limbs care is taken to ensure that the sharp or pointed edges of the core strips do not damage the conductor insulation. Once the windings are in place, the yoke is again put in place, for completing the electrical circuit of the active part of the transformer. Windings are inserted into core leges to make this assembly followed by various electrical connections using copper cables and flats.
High Voltage and Low Voltage connections	Once the active part is ready, the high and low voltage coils are connected using multi strand copper conductors and flats as per the vector group requirement.
Vapour phase Drying	Presence of moisture in the active part of the transformer is detrimental to the performance and life of the transformer. Removal of moisture from the core coil assembly is a vital process. We use vapour phase drying vacuum autoclaves for removing the moisture content from the active part. Depending on the quantum of insulation material, active parts are dried from a period of 48 hours to 72 hours.
Tanking	Dried core coil assemblies from the oven are lowered into the tanks for housing the active part. This process requires experienced and skilled manpower to complete the tanking process in a duration which avoids re-ingress of moisture into the active part. The HV & LV connections of the active part are brought out using

Process	Explanation
	bushings for external connection to the grid cables and the tank is closed airtight. This is followed by mounting other protective and monitoring accessories.
Factory Acceptance Test	Fully assembled jobs undergo various tests as per relevant IS / IEC standards. To maintain transparency of our materials, workmanship and product being offered, we invariably invite customers to witness the tests to their satisfaction. Our products also undergo any special or type tests as desired by the customers. On successful completion of the FAT, we obtain the dispatch clearance from the customer and assist them in transportation to the desired site/location.

Process of onboarding a customer

We engage in a comprehensive and detailed onboarding process to meet the specific needs and quality standards of our diverse customer base, which include public sector undertakings and private sector players across various industries such as energy, transmission, and renewables.

Our onboarding process of industrial, private, large corporates begins with outreach through tendering, market research, customer inquiries, or industry events, where we showcase our manufacturing capabilities, production capacity, and high-quality product offerings. Depending on the type of customer, the customer evaluation process is as below:

Utilities and corporates:

Utilities and corporates float local or global tenders through newsprint or on internet. We participate in the tending process which is a two-bid system and follow the below-mentioned procedure:

1. **Tender Announcement** - Utilities and corporates float local or global tenders through newsprint or online platforms.

2. **Submission of Bid Documentation** - We participate in the tendering process, which follows a two-bid system. This involves submitting (a) technical documentation; and (b) Commercial documentation, including the tender fee, earnest money deposit, pre-bid qualification documents, and the price bid.

3. **Pre-Bid Qualification Scrutiny** - Customers scrutinize the pre-bid qualification documents to determine whether bidders qualify or not.

4. **Vendor Approval** - Customers may conduct vendor approval processes, including visiting our facilities to assess our capabilities. Upon satisfaction, they enroll us on their approved vendor list.

5. **Opening and Evaluation of Price Bids** - Price bids of all qualified bidders are opened. These are evaluated based on (a) Quoted price, (b) Capitalization of losses; and (c) other commercial conditions.

6. **Order Placement** - Customers at their discretion, may, place the order with the lowest bidder; and invite other bidders to negotiate and match the lowest bidder's price. If other bidders agree, the order may be divided among them.

7. **Letter of Intent ("LOI")** - If we are the lowest bidder and/or no other bidder matches our price, we are awarded a LOI, within the stipulated timeframe. We acknowledge the LOI; and furnish a security deposit for order execution.

8. **Issuance of PO** - Upon receipt of the security deposit, the customer issues a formal PO; and returns the earnest money deposit. Thereafter, the order execution process begins.

9. **Order Completion and Performance Bank Guarantee ("PBG")** - Upon completing the order, we submit the PBG with validity equal to the warranty period; and initiate the process of PO closure.

10. **Warranty Period and PBG Release** - After the warranty period ends, we request the release of the PBG; and obtain a performance certificate for the supplied products.

Industry and private sector:

This segment of customers, float inquiries through mails and call for offers. We acknowledge and follow the procedure as mentioned below:

1. **Submission of Techno-Commercial Bid** - We prepare and submit a techno-commercial bid that includes documentation showcasing our technical expertise, capacity, and past performance; and proposed price for the project.

2. **Customer Assessment and Vendor Approval** - Upon receiving our bid, customers may:

    i. Visit our manufacturing facilities to assess our capabilities;

ii. Engage in detailed discussions on product specifications, requirements, and compliance with industry standards. If the demonstration meets their expectations, the customer:

iii. Enroll us on their approved vendor list; and

iv. Initiates techno-commercial negotiations with us.

3. **Finalization of Requirements and Purchase Order** - After finalizing the techno-commercial requirements and agreeing on a mutually acceptable price, the customer issues a formal PO.

4. **Order Acknowledgment and ABG** - Upon receiving the order, we acknowledge the order; and submit the ABG if required for releasing the advance payment.

5. **Submission and Approval of Drawings and Technical Details** - Once the ABG is accepted, we submit product drawings and guaranteed technical particulars for customer approval.

6. **Procurement, Planning, and Manufacturing** - After receiving approval for the documentation and, if applicable, the advance against drawing approval, we initiate the procurement of materials, production planning; and manufacturing activities.

7. **Product Testing and Dispatch** - When the product is ready, we:

- Notify the customer to witness its testing;
- Conduct product testing to the customer's satisfaction;
- Releases the balance payment;
- Provides dispatch instructions; and
- Finally, we then proceed with dispatching the transformer.

By navigating this structured and often extended onboarding process, we establish ourselves as a trusted and valued partner for our customers, supporting their long-term operational needs and fostering lasting business relationships. The following table sets forth the details of the percentage of the total revenue from operations derived from the top 10 customers of our Company during the six-month period ended September 30, 2024 and in Fiscal 2024, 2023 and 2022:

Sr. No.	Customer Name*	% of total revenue from operations for the six-month period ended September 30, 2024	% of total revenue from operations for Fiscal 2024	% of total revenue from operations for Fiscal 2023	% of total revenue from operations for Fiscal 2022
1.	Customer 1	20.62%	12.47%	23.87%	30.30%
2.	Customer 2	12.90%	10.20%	12.60%	16.73%
3.	Customer 3	9.69%	9.26%	9.66%	12.62%
4.	Customer 4	8.92%	6.88%	8.46%	7.53%
5.	Customer 5	8.53%	5.74%	6.98%	5.71%
6.	Customer 6	3.06%	5.59%	6.82%	4.45%
7.	Customer 7	2.73%	4.58%	4.77%	2.22%
8.	Customer 8	2.40%	4.44%	3.24%	1.96%
9.	Customer 9	2.05%	3.44%	1.79%	1.86%
10.	Customer 10	1.99%	2.20%	1.66%	1.83%

**The names of top 10 customers are not mentioned herein due to non-receipt of consents.*

Raw Materials

Our principal raw materials and products purchased to integrate within our systems include copper, electrical steel, transformer oil and other made to order products to meet our customer's technical and design requirements.

The purchase of raw materials accounts for a significant portion of our revenue. The table below sets out the cost incurred in the procurement of raw materials as a percentage of our total revenue from operations for the six month period ended September 30, 2024, Fiscal 2024, 2023 and 2022, respectively:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Procurement of raw materials	3,784.23	66.37%	6,870.66	79.20%	7,030.28	80.45%	4,832.59	77.24%

We evaluate our vendors based on various factors including timely delivery, consistent quality, capacities, favourable commercial terms. Our quality control processes involve supplier site inspections, ensuring that suppliers meet our quality standards. This process ensures consistency in the quality of our products, while maintaining flexibility to source materials domestically or internationally, depending on market conditions and vendor competitiveness.

Innovation and Validation

We develop tailored solutions to address the specific requirements of the industry through continuous innovation. Our in-house design team is responsible for creating and developing innovative transformer designs, which are then validated through a series of comprehensive short-circuit and type tests. As of September 30, 2024, our design team consists of 25 skilled professionals.

Quality Control and Quality Assurance

Our facilities comply with international quality management standards, including ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018. Furthermore, specific products manufactured at our facility in Gujarat have received accreditation from the National Accreditation Board for Testing and Calibration Laboratories (NABL), in accordance with ISO/IEC 17025:2017.

We maintain industry practices by implementing strict process controls and checks that our employees are trained for, and a dedicated quality control team that conduct inspections to ensure that every product meets the required specifications. We have the following in-house testing and inspection facilities: dimension accuracy testing; impact resistance testing; surface finish inspection; colour finish inspection; gloss finish inspection; and density testing. Our dedicated quality control team oversees the overall execution of our orders and coordinates with the various relevant departments within our Company. Using the relevant equipment for testing, we are able to ensure that every product we deliver is aligned with the expectations of our customers.

Inventory Management and Logistics

We source the raw materials from both domestic and international markets. The table below sets forth the purchase details from domestic and foreign suppliers for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022:

Particulars	Six-month period ended September 30, 2024 (in ₹ million)		Fiscal 2024 (in ₹ million)		Fiscal 2023 (in ₹ million)		Fiscal 2022 (in ₹ million)	
	Amount (in ₹ million)	% of cost of material consumed	Amount (in ₹ million)	% of cost of material consumed	Amount (in ₹ million)	% of cost of material consumed	Amount (in ₹ million)	% of cost of material consumed
Domestic suppliers	3,649.07	96.43%	6,774.75	98.60%	7023.78	99.91%	4827.53	99.90%
Foreign suppliers	135.16	3.57%	95.91	1.40%	6.50	0.09%	5.06	0.10%

Whether domestic or import based, our suppliers are independently sourced by us. For independently sourced suppliers of copper, aluminum, lamination, MS tanks, oil and radiators, we conduct a supplier audit to assess worthiness of supplier in terms of adherence to timelines / schedules and quality. We typically purchase raw materials on a purchase order basis and pass-on the fluctuation in price of raw materials to our customers.

Set out below are the details of the freight and handling charges of the Company for the periods indicated:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Freight and handling charges	10.46	0.18%	44.62	0.51%	33.45	0.38%	23.67	0.38%

The raw materials are primarily transported by the road and sea. We typically purchase raw materials based on the actual sales orders in hand and the anticipated production requirements taking into consideration any expected fluctuation in the prices and delivery delay. We enjoy a long-standing relationship with our key suppliers, which enables timely delivery of components. We keep an array of suppliers with us, to ensure that there is no delay in our supply chain and delivery of the components to our facilities to avoid manufacturing delays. Our dependence on the suppliers for the materials differs on a case-to-case basis based depending on the assignment and the specific process requirements.

Our finished products are stored on-site at our facilities. We plan our inventory based on monthly forecasts which is based on current trends in sales along with feedback from our sales and marketing teams and regular interaction with our teams at the facilities.

The following table sets forth the details of the percentage of total expenses on the top 10 suppliers of the Company during the six month period ended September 30, 2024 and in Fiscal 2024, 2023 and 2022:

(% total purchase of total expense)

Sr. No.	Supplier Name*	% of total expenses in the six-month period ended September 30, 2024	% of total expenses in Fiscal 2024	% of total expenses in Fiscal 2023	% of total expenses in Fiscal 2022
1.	Supplier 1	13.40%	15.11%	21.62%	21.67%
2.	Supplier 2	10.68%	12.12%	12.74%	17.82%
3.	Supplier 3	8.90%	7.34%	8.06%	7.68%
4.	Supplier 4	7.58%	7.02%	7.79%	6.45%
5.	Supplier 5	6.48%	6.32%	6.91%	6.21%
6.	Supplier 6	6.18%	5.24%	5.41%	4.26%
7.	Supplier 7	2.08%	3.34%	3.10%	3.77%
8.	Supplier 8	2.06%	2.56%	3.00%	2.57%
9.	Supplier 9	1.92%	1.71%	1.89%	1.98%
10.	Supplier 10	1.88%	1.68%	1.49%	1.56%

**The names of top 10 suppliers are not mentioned herein due to non-receipt of consents.*

Sales and marketing

Our sales and marketing strategy is focused on increasing visibility, strengthening relationships with our customers, and driving sustained growth. Key elements of this approach include referrals, participation in industry events, targeted advertising, and direct outreach. Word-of-mouth referrals from satisfied customers remain a crucial channel for new business, while industry events such as trade shows, conferences, and forums are pivotal to our business development. These platforms allow us to showcase our manufacturing capabilities, network with key stakeholders, and stay abreast of market trends, helping us build lasting relationships with potential customers, partners, and industry experts.

We offer a diverse range of transformers and solutions, which enhance our sales across multiple categories and add significant value for our existing customers. By participating in industry events, such as trade shows and energy expos, we have the opportunity to present our capabilities on both national and global stages. These events provide us with visibility and the chance to demonstrate our technical expertise, expand our network, and engage with potential customers in sectors such as power transmission, renewable energy, and infrastructure.

To further amplify our reach, we run strategic marketing initiatives, including digital campaigns and promotions on social media platforms. These partnerships enable us to refine our messaging, identify key decision-makers in our target markets, and create impactful advertising campaigns. Our marketing efforts also include the use of social media platforms and targeted email campaigns, ensuring that we effectively reach our audience and continue to grow our brand presence in the transformer industry.

Additionally, we also provide comprehensive after-sales support to complement our products and ensure customer satisfaction. This commitment has been recognized through over 14 appreciation letters and certificates from various customers, highlighting our various services. Our support includes both onsite and offsite training programs tailored to meet the specific needs of our customers, helping them optimize the use of our products. Further, through our in-house training programs we maintain high-quality standards and attract fresh talent, fostering continuous improvement.

Health, safety and environment

We are committed to adhering strictly to all laws and regulations related to the protection of human health, safety, and the environment. We strive to maintain high standards of workplace safety and ensure that our equipment and working conditions promote a healthy and secure environment for our employees. Our facilities and personnel are well-acquainted with the regulations governing the management and disposal of hazardous substances, and we are focused on making our operations more environmentally sustainable in the future.

We regularly conduct emissions tests, ensuring compliance with environmental standards, and all waste is disposed of through approved agents authorized by the pollution control board. Beyond legal compliance, we have developed our own internal safety practices and standards. We have implemented emergency evacuation plans, which are prominently displayed across all our facilities, and conduct regular training sessions, mock drills, and educational programs to prepare our employees for emergency and evacuation scenarios. These measures underscore our dedication to safety and environmental responsibility across our operations.

Human resources

As of September 30, 2024 we had 301 employees**.** The table below sets out details of our employees by function for the periods indicated:

Department	As of September 30, 2024
Senior Management Personnel	2
Middle management	86
Managerial	30
Technical Executive/Engineer	73
Operator	37
Trainees	24
Others/ Non-operator	5
Administrative staff	44
Total	**301**

We prioritize the continuous growth and expertise of our employees, believing that their development is key to our success. Our policies are specifically designed to attract, nurture, and integrate talented individuals while promoting skill enhancement. Additionally, we provide targeted training for apprentices, operators, supervisors, and engineers to enhance skills and promote career growth. Employees rotate across departments to foster collaboration and develop a well-rounded skill set. We also support external learning opportunities, including workshops and courses, along with providing educational resources to further employees' professional development.

By investing in our workforce, we ensure a skilled and adaptable team capable of driving innovation and contributing to the company's long-term success.

Corporate Social Responsibility ("CSR")

We are committed to conducting our business in a socially responsible and environmentally sustainable manner, with dedicated focus on developing our workforce. Our CSR initiatives are designed and implemented to make an impact on society, particularly in the areas of education, public health, infrastructure and community engagement. Additionally, our clean water initiatives are expanding to provide access to safe drinking water in schools and communities, directly improving public health and educational outcomes.

On the sustainability front, we are dedicated to eco-friendly product development, creating transformers using sustainable materials and practices that align with the growing global demand for environmentally conscious solutions. Furthermore, we implement energy-efficient manufacturing practices to reduce our carbon footprint, underscoring our commitment to sustainability.

Insurance

Our operations are subject to risks inherent in the engineering, procurement and manufacturing industry, such as equipment failure, work accidents, fire, earthquake, flood and other force majeure events and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. However, we may be subject to losses resulting from defects or damages arising from the engineering or procurement services we provide and the products we manufacture. We are typically required by our customers to obtain specialised insurance, including third party liability insurance policies to cover risks during execution of our projects. We generally maintain insurance covering our assets and operations at levels that we believe to be appropriate and consistent with industry standards in India.

Competition

In the transformer manufacturing sector, we face competition from established players in both domestic and international markets. Prominent Chinese, European and Japanese manufacturers possess strong production capabilities and shorter lead times, making them formidable competitors. While we benefit from competitive labour costs, gaining a competitive edge against these entrenched companies requires sustained investment in innovation and operational efficiency.

In addition to global competitors, we also encounter significant competition from local Indian suppliers. The presence of these domestic manufacturers intensifies the competitive landscape, as they often cater to similar customer segments and price points. However, the high entry barriers in our industry make it difficult for new entrants to scale effectively and establish a foothold.

Furthermore, the renewable energy sector, particularly for Inverter Duty Transformers used in solar projects and Power Transformers used in wind projects, is characterized by intense competition among established companies in India. We are actively working to enhance our presence in these growing markets, leveraging our expertise and reputation for quality.

As we navigate these challenges, we remain committed to strategic investments in technology and product development, positioning ourselves to differentiate our offerings and strengthen our market share in the face of competition from both local and international players. For further details, please see "*Industry Overview*" on page 136.

Intellectual Property Rights

As on the date of this Draft Red Herring Prospectus, our Company has filed for three trademark applications for our logo " ATLANTA", which are currently pending and under various stages of approval as on the date of this Draft Red Herring Prospectus. The details of the trademark applications filed for are set forth below:

Sr. No.	Description	Application number	Class of registration	Status
1.	ae Atlanta	11595511	Class 9	Applied for
2.	ae Atlanta	11595829	Class 42	Applied for
3.	ae Atlanta	11595757	Class 40	Applied for

We also have a registered domain name, https://www.aetrafo.com, which is renewed on a periodic basis. We do not own any patents. For further details with regards to intellectual property of our Company, see "*Risk Factors – As on the date of this Draft Red Herring Prospectus we do not have any registered trademarks. Our inability to protect any of our intellectual property rights including misappropriation, infringement or passing off of our intellectual property or failure to obtain our trademarks could have an adverse impact on our business.*" on page 47.

Awards and Accreditations

The table below sets forth some of the key awards, accreditations and recognition received by our Company.

Financial Year	Name of the Award/ Accreditation	Awarded by
2011	Best Company in Technological Innovation for the year 2009	Vibrant Gujarat Summit 2011
2012	Special Recognition Award	Government of Gujarat
2016	For exhibiting their Products and services at the Switch Global Expo 2016 as a valued exhibiting partner	Switch Global Expo 2016
2019	Best Equipment Supplier	Gujarat Energy Transmission Corporation Limited
2021	For their incredible contribution in Industrial Segment as well as CSR Activities.	Vithal Udyognagar Industries Association
2022	Rising Start Partners 2022	SMS Group
2023	Quality Excellence Award in Renewable Energy	Exim Club, Association of Exporters and Importers
2025	ISO Certificate for Anand Unit 1 and Anand Unit 2 bearing number QMS- 99 100 22808/01; EMS- 99 104 01492/01; OHSMS- 99 117 00965/01.	TUV SUD South Asia Private Limited
2025	ISO Certificate for Bangalore Unit bearing number QMS- 99 100 22808/02; EMS- 99 104 01492 /02; OHSAS- 99 117 00965/02	TUV SUD South Asia Private Limited

For details of other awards and certifications, see "*History and Certain Corporate Matters – Key awards, accreditations and recognitions"* on page 218.

Property

Our Registered and Corporate Office is located at Anand, Gujarat, which is leased to us. The table below provides lease details of our Registered and Corporate Office, manufacturing facilities and other properties:

Sr. No.	Address of the facilities	Owned / Leased/Licensed	Name of Lessor/Owner/Licensor	Area	Term
Manufacturing Facilities					
1.	Plot number 1503, Vithal Udyognagar Industrial Area/Estate, Karamsad Village, Talukas, Anand district, Khads, revenue survey numbers 860/2,	Leased	Gujarat Industrial Development Corporation	3,920 square meters & 3,920 square meters respectively	99 years from lease deed dated May 12, 1982 &

Sr. No.	Address of the facilities	Owned / Leased/Licensed	Name of Lessor/Owner/Licensor	Area	Term
	860/3, 861, 849/1 & 850 of mouje Village Karamsad, Talukas, Anand district Khads. & Plot number 1504, Vithal Udyognagar, Industrial Area/Estate, G.I.D.C., constructed on revenue survey numbers 850/p, 860/p and 861/p in the sim of village Karamsad, Talukas, district Anand				99 years from lease deed dated May 15, 1995, respectively
2.	Plot number 1701 and 1702, Vithal Udyognagar - 388121, Industrial Area/Estate, G.I.D.C., constructed on, revenue survey numbers 886/1 and 2 of Village Moje Karamsad, Talukas, district Anand	Leased	Gujarat Industrial Development Corporation	17,845 square meters	99 years from lease deed dated March 24, 1983 and deed of assignment dated August 18, 2008.
3.	Plot no. 1, (Part) KIADB Industrial Area, Doddaballapurs, formed out of Survey Nos. 96,114,115 and 116, situated at KIADB Industrial Area, Bashettyhalli Village, Kasaba Hobli, Doddaballapura Talukas, Bengaluru North District 561203	Leased	Southern Power Equipment Company Private Limited	4,178.84 square meters	6 years with effect from March 1, 2024. till February 28, 2030.
4	VADOD, TA. DIST. ANAND, bearing revenue survey no. 685/A	Owned	Company	a. Plot no.1, admeasuring area 505.00 square meters. b. Plot no.2, admeasuring area 400.00 square meters. c. Plot no.5, admeasuring area, 420.40 square meters. d. Plot no.7, admeasuring area 415.90 square meters.	-
5	VADOD, TA. DIST. ANAND, bearing revenue survey no. 685/A	Owned	Company	a. Plot no.3, admeasuring area 405.10 square meters. b. Plot no.4, admeasuring area 410.90 square meters. c. Plot no.6, admeasuring area, 429.65 square meters. d. Plot no.8, admeasuring area 432.90 square meters.	-
6.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	a. Plot no.5, admeasuring area 386.12 square meters b. Plot no.6, admeasuring area 384.72 square meters	-

Sr. No.	Address of the facilities	Owned / Leased/Licensed	Name of Lessor/Owner/Licensor	Area	Term
				c. Plot no.7, admeasuring area, 383.81 square meters d. Plot no.8, admeasuring area 382.82 square meters	
7.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	Plot no.1, admeasuring area 798.00 square meters	-
8.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	Plot no.3, admeasuring area 544.00 square meters	-
9.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	Plot no.4, admeasuring area 545.00 square meters	-
10.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	a. Plot no.9/A, admeasuring area 582.15 square meters b. Plot no.9/B admeasuring area 582.16 square meters c. Plot no.12/1, admeasuring area, 816.31 square meters d. Plot no.10, admeasuring area 548.00 square meters	-
11.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	a. Plot no.12, admeasuring area 924.40 square meters b. Plot no.14 admeasuring area 397.84 square meters c. Plot no.17, admeasuring area, 789.62 square meters	-
12.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	Plot no.16, admeasuring area 389.00 square meters	-
13.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 686	Owned	Company	a. Plot no.18, admeasuring area 400.00 square meters b. Plot no.19 admeasuring area 921.00 square meters c. Plot no.15 admeasuring area, 608.11 square meters	-
14.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	a. Plot no.11, admeasuring area 427.12 square meters b. Plot no.12, admeasuring area	-

Sr. No.	Address of the facilities	Owned / Leased/Licensed	Name of Lessor/Owner/Licensor	Area	Term
				427.12 square meters c. Plot no.13, admeasuring area, 425.00 square meters d. Plot no.14, admeasuring area 418.68 square meters	
15.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	a. Plot no.1, admeasuring area 640.75 square meters b. Plot no.2, admeasuring area 495.12 square meters c. Plot no.5, admeasuring area, 385.68 square meters d. Plot no.8, admeasuring area 497.37 square meters e. Plot no.17, admeasuring area 362.50 square meters	-
16.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	a. Plot no.9, admeasuring area 545.56 square meters b. Plot no.10, admeasuring area 431.37 square meters	-
17.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	Plot no.16, admeasuring area 402.18 square meters	-
18.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	a. Plot no.18, admeasuring area 480.25 square meters b. Plot no.19, admeasuring area 462.00 square meters c. Plot no.20, admeasuring area, 486.00 square meters d. Plot no.21, admeasuring area 563.58 square meters e. Plot no.22, admeasuring area 578.80 square meters	-
19.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	a. Plot no.3, admeasuring area 414.37 square meters b. Plot no.4, admeasuring area	-

Sr. No.	Address of the facilities	Owned / Leased/Licensed	Name of Lessor/Owner/Licensor	Area	Term
				402.18 square meters c. Plot no.6, admeasuring area, 409.06 square meters d. Plot no.7, admeasuring area 384.43 square meters	
20.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 684	Owned	Company	7,292.00 square meters	-
21.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 685	Owned	Company	8,746.00 square meters	-
22.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 687	Owned	Company	10,724.00 square meters	-
23.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 688	Owned	Company	431.37 square meters	-
24.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 689	Owned	Company	7,000.00 square meters	-
25.	VADOD, TA. DIST. ANAND, bearing revenue survey no. 697	Owned	Company	14,163.00 square meters	-
Other properties					
1.	Comm. Plot No. 1505/1 & 1505/2, Vithal Udhyognagar, Industrial Area/Estate, consisting of Revenue Survey Nos. 853/P, 850/P, 860/P of Village Mouje Karamsad, Taluka, Anand District Anand	Leased	Gujarat Industrial Development Corporation	720 square meters	99 years with effect from December 31, 2008.
2.	Shed No. A and B and Open Land, Plot No. 1303, GIDC, Vitthal Udhyognagar Ind. Estate, Taluka Dist. Anand, Gujarat - 388120	Leased	Haren Jamnadas Thakker	12,600 square feet	11 months with effect from June 10, 2024 to May 9, 2025.
3.	Plot no. 702/3, GIDC Estate, V U Nagar - 388121, Gujarat	Leased	Mr. Premal Navinchandra Choksi Proprietor of Premal Machine Tools	644 square meters	3 years with effect from April 1, 2023 to March 2026.
4.	Flat No. H-3-703, Provident Welworth City Marasandra, Doddaballapur Main Road Bengaluru 562163	Leased	Veena Arora	1,075 square feet	11 months from June 01, 2024 till April 30, 2025
5.	Mahadev Guest House, Wing A - Room No. 06,Near Kuran Village, Bhuj-Kachchh	Leased	Surtani Vikramsingh Bhurji	140 square feet	Till April 30, 2025

KEY REGULATIONS AND POLICIES

The following description is a summary of certain key statutes, rules, regulations and notifications which are applicable to our Company, our Subsidiaries and our business operations in India.

The information in this chapter, is based on the current provisions of key statutes, rules, regulations and notifications, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The indicative summary is based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Taxation statutes such as the Income-tax Act, 1961, the Customs Act 1962, the relevant goods and services tax legislation and relevant state legislations on professional tax apply to us as it does to any other Indian company. Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details of government approvals obtained by our Company, see "Government and Other Approvals" on page 342.

Business related legislations

Bureau of Indian Standards Act, 2016 and the applicable quality control orders ("BIS Act") and the Bureau of Indian Standards (Conformity Assessment) Regulations, 2018 and amendments thereto ("Conformity Regulations")

The Bureau of Indian Standards Act, 2016 provides for the establishment of bureau for the standardisation, marking and quality certification of goods. Functions of the bureau include, inter alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. A person may apply to the bureau for grant of license or certificate of conformity, if the articles, goods, process, system or service confirms to an Indian Standard.

The BIS Act provides for the establishment of the Bureau of Indian Standards ("BIS") as a national standards body of India for the development of conformity assessment and quality certification of goods, articles, processes, systems, services and matters connected thereto. The BIS Act empowers the Central Government to order compulsory use of standard mark for any goods or article if it finds expedient to do so in public interest, national security, protection of human, animal or plant health, safety of environment or prevention of unfair trade practices. A person may apply for grant of license or certificate of conformity if the goods, article, process, system or service conforms to an Indian Standard. The license holders shall, at all times, remain responsible for conformance of goods, articles, processes, systems or services carrying the standard mark. The Central Government in consultation with BIS has notified various quality control orders which specify the corresponding Indian Standard. The Conformity Regulations deal with inter alia conditions and granting of license to use or apply a standard mark, conditions and granting of certificate of conformity, validity, renewal, suspension and cancellation of license and conformity certificate.

The BIS Regulations provides for the conformity assessment scheme for grant of license to use or apply standard mark and grant of certificate of conformity on goods, services and articles as per Indian Standard. The BIS Regulations details the (a) scope, (b) selection, determination, review, decision, attestation and surveillance, (c) design, use and control of the standard mark, if applicable, (d) inspection and testing plan or quality manual, calibration schedule and records to be maintained by the first party, and (e) fees to be paid before or during the operation of licence or certificate of conformity. An application for grant of license to use or apply a standard mark or for grant of certificate of conformity shall be made to the BIS, pursuant to which a license or certificate may be granted to the concerned applicant. The BIS Regulations also provides certain conditions of license to use or apply a standard mark or of certificate of conformity, as the case may be, which the licensee needs to comply with. Further, the BIS Regulations also provides for renewal, suspension and change in scope of license to use or apply a standard mark and grant of certificate of conformity. The BIS may by order in writing cancel the licence or certificate, as applicable, after giving a notice of not less than 21 days if (i) the licensee or the holder failed to comply with the conditions of the license or certificate, as applicable or (ii) the license or certificate has been issued in error. The schedule to the BIS Regulations lays down the different kinds of schemes, types and applicable forms. The Bureau of Indian Standards (Conformity Assessment) Amendment Regulations, 2020, the Bureau of Indian Standards (Conformity Assessment) First Amendment Regulations, 2021 and the Bureau of Indian Standards (Conformity Assessment) Second Amendment Regulations, 2021 introduced amendments to the BIS Regulations including in respect of the provisions relating to the validity and renewal of licenses and the schedules to the BIS Regulations.

The Central Marks Department – III, BIS issued guidelines dated August 28, 2020 ("**Guidelines**") to curb the various objective and subjective claims made by the manufactures on cement bags/ packages and in advertisements, which are not prescribed or verifiable or backed by any relevant Indian Standard and are likely to mislead the consumers regarding the quality of the product. The Guidelines directs all the manufacturers, in relation to subjective claims, to explicitly indicate that such claims are not covered under the scope of BIS license granted to them, and that the responsibilities of such claims lies on the manufacturers, and with regard to objective claims, the Guidelines advises all the manufacturers to refrain from making such claims through, including but not limited to, bags, packages, advertisements, hoardings, pamphlets, sales promotion leaflets and price lists. The Guidelines further provides that all the manufacturers, who are holding BIS licenses at different manufacturing premises are required to give reference to the Indian Standard or license number along with the standard mark while issuing corporate advertisements. The manufacturers have also been directed by the Guidelines to indicate in the corporate advertisement that the consumers can obtain complete information on the licenses held by the manufacturers from the BIS website. Further, the Guidelines provide that all licensees are required to mention complete details such as IS number and CM/L number along with standard mark on bags/packages/advertisements and directs the branch offices to take note of compliance of these Guidelines, while approving marking details/ designs of cement bags.

The Legal Metrology Act, 2009 ("Legal Metrology Act") and Legal Metrology (Packaged Commodities) Rules, 2011 ("Packaged Commodity Rules")

The Legal Metrology Act 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 standard 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. As per the Legal Metrology Act, the units of weights and measures must be in accordance with the metric system based on the international system of units only. Any non-compliance or violation of the provisions of the Legal Metrology Act may result in, among others, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases. The Legal Metrology Act allows companies to nominate a director who will be held responsible for the breach of its provisions.

The Legal Metrology Act provides that for prescribed specifications all weights and measures should to be based on metric system only. The Legal Metrology Act provides that no person shall manufacture, repair or sell, or offer, expose or possess for repair or sale, any weight or measure unless he holds a licence issued by the controller. The Legal Metrology Act provides for (i) appointment of Government approved test centres for verification of weights and measures, (ii) nomination of a person by the company who will be held responsible for breach of provisions under the Legal Metrology Act, (iii) requirement of licenses for companies in order to manufacture and sell products, and (iv) stringent punishment for violation of provisions. The Legal Metrology (Packaged Commodities) Rules, 2011 regulate pre-packaged commodities in India and among others, mandate certain labelling requirements prior to sale of such commodities.

Further, the Legal Metrology Act lays down penalties for various offences, including but not limited to, use or sale of non-standard weight or measure, contravention of prescribed standards, counterfeiting of seals and tampering with license.

Electricity Act, 2003 ("Electricity Act") and Electricity Rules, 2005 ("Electricity Rules")

The Electricity Act repealed the Indian Electricity Act, 1910, the Electricity (Supply) Act, 1948 and the Electricity Regulatory Commissions Act, 1998. The Electricity Act and Electricity Rules provides for the right to open access to any person who has constructed a captive generating plant for the purposes of carrying electricity from his captive generating plant to the destination of his use. Further, the Electricity Act provides for the constitution of a state electricity regulatory commission ("**State Commission**") by every State Government, which shall be empowered to *inter alia* introduce open access in such phases and subject to such conditions as may be specified within one year of the appointed date by it, including the payment of the transmission charges and surcharge thereon ("**Surcharge**") as may be specified by the State Commission. As per the Electricity Act, any consumer who has been allowed open access by the State Commission may enter into an agreement with any person for supply or purchase of electricity on such terms and conditions (including tariff) as may be agreed upon by them. The Electricity Rules provide for *inter alia* the establishment of a forum for redressal of grievances of consumers by the distribution licensee as well as the appointment of an ombudsman by the relevant state commissions to consider the representations of the consumers consistent with the provisions of the Electricity Act and the Electricity Rules. Further, the Electricity Rules state that the end users of the electricity generated in a captive generating plant, as defined under the Electricity Act shall hold not less than 26% of the ownership of such captive generating plant in aggregate and shall consume not less than 51% of the electricity generated, determined on an annual basis, in proportion to their shares in ownership of the captive generating plant within a variation not exceeding 10%.

The Electricity Act is the central legislation which covers, among others, generation, transmission, distribution, trading and use of electricity. Under the Electricity Act, the transmission, distribution and trade of electricity are regulated activities that require licenses from the Central Electricity Regulatory Commission ("**CERC**"), the State Electricity Regulatory Commissions ("SERCs") or a joint commission (constituted by an agreement entered into by two or more state governments or the central government in relation to one or more state governments, as the case may be. The generating company is required to establish, operate and maintain generating stations, tie-lines, sub-stations and dedicated transmission lines. Further, the generating company may supply electricity to any licensee or even directly to consumers and have a right to open access, for the purpose of carrying electricity subject to availability of adequate transmission and distribution systems and payment of transmission charges, including wheeling charges and open access charges, as may be determined by the appropriate electricity regulatory commission. In terms of the Electricity Act, 'open' access means the non-discriminatory provision for the use of transmission lines or distribution system or associated facilities with such lines or system, by any licensee or consumer or a person engaged in generation in accordance with the regulations specified by the appropriate electricity regulatory commission. Under the Electricity Act, the appropriate commission shall specify the terms and conditions for the determination of tariff. Pursuant to the powers granted under the Electricity Act, various regulations and guidelines have been framed by the CERC and SERCs for determination of tariff for thermal producers and generation, distribution, transmission, allowing open access, among others. The Electricity (Amendment) Bill, 2022 (the "**Bill**") was introduced in the Lok Sabha in August 2022. The Bill was introduced to amend certain provisions of the Electricity Act. Among others, the amendment empowers the GoI to establish and review a national tariff policy and electricity policy. The Bill proposes changes in the power distribution sector, by enabling competition, strengthening payment security and conferring additional powers to regulatory commissions.

Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2023 ("CEA Rules")

The CEA Rules have been enacted by the Central Electricity Authority, constituted under Electricity Act, to provide for measures relating to safety and electric supply. The CEA Rules provide for the general safety requirements pertaining to construction, installation, protection, operation and maintenance of electric supply lines and apparatus. Further, as per the CEA Rules, installations, defined under the CEA Rules as any composite electrical unit used for the purpose of generating, transforming, transmitting, converting, distributing, or utilizing electricity, must be periodically inspected and tested at intervals not exceeding five years, by the electrical inspector if the voltage of the installation is above the notified voltage or by the owner or supplier or consumer, as the case may be if the voltage of the installation is below or equal to the notified voltage. In case the owner fails to rectify the defects in the installation pointed out by the electrical inspector in his inspection report, the electrical inspector has the authority to disconnect the electric supply for such installation after serving the owner of such installation with a notice for not less than 48 hours.

Foreign Investment Laws

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 attract 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, and any modifications thereto or substitutions thereof, 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. Under the current Consolidated FDI Policy, foreign investment in manufacturing sector is under automatic route. Further, a manufacturer is permitted to sell its products manufactured in India through wholesale and/or retail, including through e-commerce, without Government approval.

Environmental laws

Environment Protection Act, 1986 ("EP Act") and Environment Protection Rules, 1986 ("EP Rules") and Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted for the protection and improvement of the environment. The EP Act empowers the government to take all measures to protect and improve the quality of environment, such as by laying down standards for emission and discharge of pollutants, providing for restrictions regarding areas where industries may operate and laying down safeguards for handling hazardous substances, amongst others. It is in the form of an umbrella legislation designed to provide a framework for Central Government to coordinate the activities of various central and state authorities established under previous laws. The power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution vests with the Government. It is also in the form of an enabling law, which delegates wide powers to the executive to enable bureaucrats to frame necessary rules and regulations. Further, the EP Rules specifies, inter alia, the standards for emission or discharge of environmental pollutants from industries, operations, or processes through prohibitions and, restrictions on the location of industries as well as on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources. Additionally, under the Environmental Impact Assessment Notification, 2006 and its subsequent amendments, industries are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources. Penalties for violation of the EPA Act or the rules framed thereunder, include fines up to ₹100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues beyond a period of one year after the date of conviction. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities in certain cases, establishment of environment laboratories and appointment of government analysts.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act was enacted to control and prevent water pollution by factories and manufacturing units and for maintain units and maintain units and maintain and restore the quality and wholesomeness of water in the country and ensure that domestic and industrial pollutants are not discharged into water bodies without adequate treatment. Under, the Water Act provides for the establishment of Pollution Control Boards ("**PCBs**") at Central and State levels to establish and enforce standards for discharging pollutants into water bodies. Further, any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state PCB. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions. The Water Act have been enacted to also provide for the establishment, with a view to carrying out the purposes aforesaid, of Boards for the prevention and control of water pollution, for conferring on and assigning to such Boards powers and functions relating thereto and for matters connected therewith.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. 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, 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. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain prior consent of the relevant state pollution control board prior to establishing or operating such industrial plant. The Air Act have been enacted to also provide for the establishment, with a view to carrying out the purposes aforesaid, of Boards for the prevention and control of air pollution, for conferring on and assigning to such Boards powers and functions relating thereto and for matters connected therewith. The relevant state pollution control board is also empowered to declare air pollution control areas. Additionally, 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. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("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. The term "hazardous waste" has been defined in the Hazardous Waste Rules and any person who has control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an "occupier". Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

Fire control and safety rules and regulations

We are subject to the fire control and safety rules and regulations framed by the state government of Karnataka under the Karnataka Fire Force Act, 1964 and the state government of Gujarat under the Gujarat Fire Prevention and Life Safety Measures Act, 2013.

Public Liability Insurance Act, 1991 ("Public Liability Act")

The Public Liability Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substance. A list of hazardous substances covered by the Public Liability Act has been enumerated by the Government of India by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute a sum equal to the premium paid on the insurance policies towards the environment relief fund.

Labour related legislations

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 and our Subsidiaries due to the nature of the business activities:

The Factories Act, 1948 ("Factories Act")

The Factories Act defines a "factory" to cover any premises where 10 or more workers are working or were working on any day of the preceding 12 months and in any part of which a manufacturing process is carried on with the aid of power, or is ordinarily so carried on, or any premises where at least 20 workers are working or were working on any day of the preceding 12 months and in and in any part of which a manufacturing process is carried on without the aid of power, or is ordinarily so carried on. The Factories Act provides that an occupier of a factory i.e. the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers while they are at work in the factory. As per the Factories Act, any person who designs, manufactures, imports or supplies and article for use in any factory shall, *inter alia*, ensure, so far as is reasonably practicable, that the article is so designed and constructed as to be safe and without risks to the health of the workers when properly used and carry out or arrange for the carrying out of such tests and examination as may be considered necessary for the effective implementation of such duty. The Factories Act provides various safeguards for the safety and welfare of workers in a factory. There is a prohibition on employing children below the age of fourteen years in a factory. The penalties for contravention of the Factories Act include fine and imprisonment for the 'occupier' or 'manager' as defined under the Factories Act, and enhanced penalties for repeat offences and contravention of certain provisions relating to use of the hazardous materials. Each State Government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. In addition to the Factories Act, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following in an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

- The Contract Labour (Regulation and Abolition) Act, 1970
- The Employees' Compensation Act, 1923
- The Employees' State Insurance Act, 1948
- The Industrial Disputes Act, 1947
- The Industrial Employment (Standing orders) Act, 1946
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979
- The Child Labour and Adolescent (Prohibition and Regulation) Act, 1986
- The Payment of Bonus Act, 1965
- The Minimum Wages Act, 1948
- The Payment of Wages Act, 1936

- The Equal Remuneration Act, 1976
- Maternity Benefit Act, 1961
- The Apprentices Act, 1961
- The Payment of Gratuity Act, 1972
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- Worker’s Compensation Act, 1923
- The Employment Exchange (Compulsory Notification of Vacancies) Act, 1960

Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA Act”)

The CLRA Act has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA Act applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA Act vests the responsibility on the principal employer of an establishment to which the CLRA Act applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The principal employer is under an obligation to provide various facilities as provided under the CLRA Act, within a prescribed time period, in case the contractor does not provide such facilities. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

Shops and Establishments Acts of various states

Under the provisions of local shops and establishments legislations applicable in the states in which such establishments are set up, establishments are required to be registered. Such legislations regulate the working and

employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of

service, maintenance of shops and establishments and other rights and obligations of the employers and employees. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

Other labour law legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee’s State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, the Maternity Benefit Act, 1961, the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Inter-State Migrant Workmen Act, 1979, the Labour Welfare Fund Act of the respective states where we have our mines and manufacturing units and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes, which will be brought into force on a date to be notified by the Central Government:

(a) **Code on Wages, 2019**, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The GoI enacted the Code on Wages, 2019 which received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the central advisory board.

(b) **Industrial Relations Code, 2020**, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. the GoI enacted the Industrial Relations Code, 2020 which received the assent of the President of India on September 28, 2020. It subsumes and simplifies the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

(c) **Code on Social Security, 2020**, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, *inter alia* including the Employee's Compensation Act, 1923, Employee's State Insurance Act, 1948, the Unorganized Workers' Social Security Act, 2008, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, Building and Other Construction Workers' Welfare Cess Act, 1996 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund Organisation and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

(d) **The Occupational Safety, Health and Working Conditions Code, 2020**, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. The GoI enacted the Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020. It proposes to subsume several separate legislations, including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and 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 and the Building and Other Construction Workers Welfare Cess Rules, 1988. The Ministry of Labour and Employment has by way of notifications, implemented only certain provisions of the Code on Social Security, 2020, including the repeal of certain provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

Certain portions of the Code on Wages, 2019, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

Furthermore, we are also required to comply with the various labour law statutes enacted across states where our manufacturing plants are located.

Other applicable laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, 2013 and rules framed thereunder, the Indian Contract Act, 1872, the Specific Relief Act, 1963, the Transfer of Property Act, 1882, the Sale of Goods Act, 1930, the Arbitration and Conciliation Act, 1996, each as amended, and other applicable statutes promulgated by the relevant Central and State Governments and other authorities for our day-to-day business, operations and administration.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as '*Atlanta Electricals Private Limited*' as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated December 15, 1988, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad. Upon the conversion of our Company into a public limited company, pursuant to a board resolution dated March 18, 1996, and a shareholders' resolution dated April 2, 1996, the name of our Company was changed to "*Atlanta Electricals Limited*", and a fresh certificate of incorporation dated April 10, 1996, was issued by the RoC. Pursuant to a board resolution dated February 21, 2003, and a shareholders' resolution dated March 17, 2003, our Company was converted into a private limited company and consequently, the name of our Company was changed to "*Atlanta Electricals Private Limited*", and a fresh certificate of incorporation dated March 31, 2003, was issued by the RoC. Subsequently, pursuant to a Board resolution dated November 11, 2024 and a Shareholders' resolution dated November 14, 2024, our Company was converted into a public limited company and consequently, the name of our Company was changed to "*Atlanta Electricals Limited*" and a fresh certificate of incorporation dated December 20, 2024 was issued by the RoC.

Changes in the registered office

The Registered Office of our Company is currently situated at Plot No. 1503/1504, GIDC Estate, Vithal Udyognagar, Anand, Anand, Gujarat, India – 388 121.

Except as disclosed below, there has been no change in the registered office of our Company since the date of its incorporation:

Effective Date of Change	Details of change	Reasons for change
January 25, 2003	The registered office of our Company was changed from 1503, G.I.D.C. Estate, Vitthal Udyognagar – 388 121, Via Anand District: Anand, Gujarat to A-6, Avani Park, Near Rajesh Tower, Gotri Road, Baroda – 390 021.	For carrying out the business more economically, conveniently and smoothly.
September 14, 2017	The registered office of our Company was changed from A-6, Avani Park, Nr. Rajesh Towar, Gotri Road, Baroda, Gujarat - 390 021 India to Gujarat Spun Pipe Compound, At & Po Samiala, Padra Road, Baroda, Gujarat – 391 410.	For administrative convenience.
February 22, 2019	The registered office of our Company was changed from at & Po Samiala, Padra Road, Baroda, Gujarat – 391 410, India to Plot No. 1503/1504, GIDC Estate, Vithal Udyognagar, Anand – 388 121, Gujarat, India.	For administrative convenience.

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are:

1. *To manufacture, import, export, buy, sell, assemble, fabricate, repair, renovate and otherwise deal in all kinds of electrical transformation and machineries and their components, spare parts, auxiliaries and accessories and conductors, stampings, porcelain bushings, cable papers, pressphan, leatherroid, insulating sleeves, on land and off land tapping switches, marshalling boxes, remote control transformer cabinets, breather, magnetic steel lamination and their components.*

2. *To manufacture, import, export, buy, sell, assemble, fabricate, repair, renovate and otherwise electrical instruments, equipments and accessories.*

3. *To carry on manufacturing, buying, selling, reselling, exchanging, assembling, importing, exporting, distributing, hiring and dealing in.*

    a. *Electrical equipments for all kinds of Industries or otherwise electric motors, dynamos, instruments, appliances, apparatus and accessories for domestic and industrial electrification.*

    b. *High tension and low tension transformers, alternators of all voltages and capacities, electric switchgears suitable for alternating current and direct current.*

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

Amendments to our MoA

Set out below are the amendments to our MoA in the last 10 years preceding the date of this Draft Red herring Prospectus, except as disclosed under "*–Changes in the registered office of our Company*" above:

Date of shareholders' resolution	Details / Nature of amendment
March 31, 2015	Pursuant to the Companies Act, 2013, a new set of Memorandum of Association was approved and adopted in substitution for and to the exclusion the existing Memorandum of Association of the Company.
July 16, 2018	Clause V of our Memorandum of Association was amended to reflect the following: Sub-division of face value of equity shares of the Company from ₹ 200,000,000 divided into 2,000,000 equity shares of face value of ₹ 100 each to ₹ 200,000,000 divided into 20,000,000 equity shares of face value of ₹ 10 each.
November 14, 2024	Clause I of the MoA was amended to reflect the change in name of our Company from "Atlanta Electricals Private Limited" to "Atlanta Electricals Limited" pursuant to conversion of our Company from a private limited company to a public limited company, and references were accordingly updated in the MoA.
December 26, 2024	Clause V of our Memorandum of Association was amended to reflect the following: Sub-division of face value of equity shares of the Company from ₹ 200,000,000 divided into 20,000,000 equity shares of face value of ₹ 10 each to ₹ 200,000,000 divided into 100,000,000 Equity Shares of face value of ₹ 2 each.

Major events and milestones

The table below sets forth some of the major events in the history of our Company. For further details, see "*Our Business*" on page 187.

Financial Year	Details
2006-07	Produced and supplied our first 50 MVA 132/66 kV Power Transformer to Gujarat Energy Transmission Corporation Limited
2008-09	Acquired the Anand Unit – II
2009-10	Received an order to supply 6.3 MVA transformers, designed for operation at 3,000 meters above sea level, under extreme temperatures of -35°C to 40 °C
2010-11	Manufactured our first transformer for a testing laboratory
	Supplied 1500 KVA Testing Transformer to UL India Private Limited
2013-14	Produced our first 100 MVA, 220/66 kV copper wounded Power Transformer and supplied to Gujarat Energy Transmission Corporation Limited
2017-18	Supplied a 9 MVA, 33/6.4/0.695KV, testing transformer to an Institute, Bangalore
	Supplied the first 160 MVA, 220 / 66 kV copper wound power transformer, 150 MVA, 220 / 132 kV Auto Power Transformer and 100 MVA, 132 /66 kV Wound Auto Transformer to Gujarat Energy Transmission Corporation Limited
2018-19	Supplied 4000 MVA EHV class Transformer
	Started the Bangalore Unit
2019-20	Dynamic S.C. test performed on 40 MVA, 132 / 33 kV Power Transformer
2020-21	Dynamic Short Circuit test performed on 60 MVA, 220 / 33 kV Power Transformer
2021-22	Secured first major order for 60 / 80 MVA, 220 / 33 kV power transformers to Andhra Pradesh Solar Power Corporation Private Limited
	Dynamic Short Circuit test performed on 100 MVA, 220 / 33 kV Power Transformer and supplied 9 units to Haryana Vidyut Prasaran Nigam Limited
	Secured an order for 30 MVA Testing Transformer for testing purpose
	Dynamic Short Circuit test performed on 17 MVA, 33 / 4*0.8 kV Aluminium Foil Winding Inverter Duty Transformer
2022-23	Dynamic Short Circuit test performed on 100 MVA, 220 / 66 kV Power Transformer
	Highest rating Dynamic S.C. test performed on 160 MVA, 220 / 66 kV Power Transformer
2023-24	Dynamic Short Circuit test performed on 160 MVA, 220 / 66 kV Power Transformer and supplied 3 units to Punjab State Transmission Corporation Limited
	Dynamic Short Circuit test performed on 160 MVA, 220 / 132 kV Auto Transformer and supplied 3 units to Rajasthan Rajya Vidyut Prasaran Nigam Limited
	Dynamic Short Circuit test performed on 160 MVA, 220 / 132 kV Auto Transformer and supplied 5 units to Uttar Pradesh Power Transmission Corporation Limited

Key awards, accreditations, and recognitions

The table below sets forth some of the key awards and recognitions received by our Company:

Financial Year	Name of the Award/ Accreditation	Awarded by
2011	Best Company in Technological Innovation for the year 2009	Vibrant Gujarat Summit 2011
2012	Special Recognition Award	Government of Gujarat
2016	For exhibiting their Products and services at the Switch Global Expo 2016 as a valued exhibiting partner	Switch Global Expo 2016
2019	Best Equipment Supplier	Gujarat Energy Transmission Corporation Limited
2021	For their incredible contribution in Industrial Segment as well as CSR Activities.	Vithal Udyognagar Industries Association
2022	Rising Start Partners 2022	SMS Group
2023	Quality Excellence Award in Renewable Energy	Exim Club, Association of Exporters and Importers
2025	ISO Certificate for Anand Unit 1 and Anand Unit 2 bearing number QMS- 99 100 22808/01; EMS- 99 104 01492/01; OHSMS- 99 117 00965/01.	TUV SUD South Asia Private Limited
2025	ISO Certificate for Bangalore Unit bearing number QMS-99 100 22808/02; EMS- 99 104 01492 /02; OHSAS- 99 117 00965/02	TUV SUD South Asia Private Limited

Time and cost overrun

As on the date of this Draft Red Herring Prospectus, our Company has not experienced any time or cost overruns in respect of our business operations.

Defaults or re-scheduling/restructuring of borrowings from Financial Institutions/Banks

As on the date of this Draft Red Herring Prospectus, there are no instances of defaults, restructuring or rescheduling of borrowings availed by our Company from financial institutions or banks.

Lock-out 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.

Launch of key products or services, entry in new geographies or exit from existing market

For details of key products or services launched by our Company, entry in new geographies or exit from existing markets, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 187 and 304, respectively.

Capacity/facility creation and locations of our facilities, technological centres and warehouses

For details regarding capacity/facility creation and locations of our facilities, technological centres and warehouses see *"Our Business"* on page 187 and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 304.

Significant strategic and financial partnerships

As on the date of this Draft Red Herring Prospectus, our Company does not have any significant strategic and financial partner.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, if any, in the last ten years

Our Company has not made any material acquisitions or divestments of any material business or undertaking, and has not undertaken any material acquisitions, amalgamations, or revaluation of assets in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus.

Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters 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 or Senior Managerial Personnel or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third-party regarding compensation or profit sharing in connection with dealings in the securities of our Company.

Key terms of other subsisting material agreements

Except as disclosed below, our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners, and/or financial partners, other than in the ordinary course of business.

Joint venture agreement dated January 20, 2012 between our Company and Baoding Tianwei Baobian Electric Co. Ltd. ("Baoding") and joint venture agreement dated August 18, 2015 amongst our Company, Baoding Tianwei Baobian Electric Co. Ltd and BTW-Atlanta Transformers India Private Limited (together referred to as "JV Agreements")

In terms of the joint venture agreement dated January 20, 2012, our Company and Baoding incorporated an entity namely BTW-Atlanta Transformers India Private Limited ("**BTW**") to manufacture and service high-voltage transformers and reactors ranging from 220 kV to 765 kV, with provisions for expansion to 1200 kV, under the terms and conditions agreed therein. Our Company was issued 49.00% of the share capital of BTW and 51.00% was issued to Baoding. Our Company, Baoding and BTW entered into an amendment agreement dated August 18, 2015, to the foregoing joint venture agreement, pursuant to which the shareholding of BTW was revised and our Company's shareholding was brought down to 10.00% and Baoding's shareholding was increased to 90.00% of the total shareholding of BTW. Subsequently, 10.00% of the shareholding aggregating to 22,050,000 equity shares of our Company was transferred to Atlanta UHV Transformers LLP *vide* a deed of adherence dated March 28, 2016. There are certain rights with respect to BTW, under the JV Agreements available to both the parties such as consents for reserved matters, nomination rights, decisions impacting shareholding proportions, major investments, and governance. Additionally, the JV Agreements include right of first refusal provisions, mandating any shareholder i.e. our Company and Baoding, intending to transfer its shares to a third party to first offer them to the other shareholder and other rights such as transfer restrictions, drag – along and tag – along rights.

BTW is not a joint venture of our Company as on the date of this Draft Red Herring Prospectus.

Except as disclosed above, there are no other agreements/arrangements entered into by our Company or clauses/covenants applicable to our Company which are material, not in the ordinary course of business and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Inter-se Agreements between Shareholders

Our Company, Promoters and shareholders do not have any inter-se agreements/ arrangements and clauses / covenants which are material in nature and that there are no clauses / covenants which are adverse / pre-judicial to the interest of the minority / public shareholders. There are no other agreements, deed of assignments, acquisition agreements, shareholders' agreements, inter-se agreements, agreements of like nature other than disclosed in this Draft Red Herring Prospectus.

Other Confirmations

There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on the Offer or this Draft Red Herring Prospectus.

Guarantees given by our Promoter Selling Shareholder

Except as stated below, our Promoter Selling Shareholder has not provided guarantees to any third parties as on the date of this Draft Red Herring Prospectus. For further details, see "*Financial Indebtedness*" on page 334.

Guarantee given in favour of	Value of Guarantee (in ₹ million)	Reason for Guarantee	Obligation on our Company in connection with the Guarantee	Period of Guarantee	Financial Implication in case of default (in ₹ million)	Security available in relation to borrowings for which guarantee has been issued	Consideration for the Guarantee (in ₹ million)
Atlanta Electricals Limited	6,113.20	Day to day operations	Except for the obligations of counter - indemnity to be provided by a borrower (i.e., our Company in the capacity of a principal debtor) to a	Guarantee given on behalf of Atlanta Electricals Limited towards working capital limit. Hence, valid upto loan closure.	6,113.20	Sr. No. 54/108/B, 111/B, 112/B, Neptune Edge, Ground Floor 1 to 19, Near Atlantis Heights, Dr. Vikram Sarabhai Marg, Subhanpura, Vadodara	Nil

Guarantee given in favour of	Value of Guarantee (in ₹ million)	Reason for Guarantee	Obligation on our Company in connection with the Guarantee	Period of Guarantee	Financial Implication in case of default (in ₹ million)	Security available in relation to borrowings for which guarantee has been issued	Consideration for the Guarantee (in ₹ million)
			guarantor, in the event of default of the loans in favour of which the foregoing guarantees have been provided and upon subsequent invocation of the guarantee by a lender, there are no obligations on our Company with respect to the guarantee.			admeasuring 1456.18 Sq. Mtrs.	

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has two Subsidiaries. The details of our Subsidiaries have been provided below:

Atlanta Transformers Private Limited

Corporate Information:

Atlanta Transformers Private Limited was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated December 4, 2020, issued by the Registrar of Companies, Central Registration Centre. Its CIN is U31909KA2020PTC141822, and its registered office is situated at Plot No. 1, KIADB Industrial Area, Bashettyhalli Village, Doddaballapura, Bangalore, Karnataka.

Nature of Business:

Atlanta Transformers Private Limited is currently engaged in the business of manufacturing, importing, exporting, buying, selling, assembling, branding, hiring, letting on hire, leasing, packing, re-packing, reconditioning, servicing, supplying, and acting as manufacturers, job workers, producers, stockiest, commission agents, consultant advisors, importers, exporters, or otherwise dealing in all models, shapes, sizes, capacities, and varieties of transformers, power transformers, furnace transformers, inverter duty transformers, mobile substation, testing transformers, special application transformers, high tension and low tension transformers and their components, spare parts, auxiliaries and accessories, conductors, stampings, porcelain bushings, cable peers, presspahn, leatheroid, insulating sleeves, on land and off land tapping and doing such other acts as authorised by its constitutional documents.

Financial Information

₹ in million

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
(A) Equity share capital	0.10	0.10	0.10
(B) Net worth	(0.03)	Negligible	0.03
(C) Revenue from operations	-	-	-
(D) Profit after tax for the year	(0.04)	(0.02)	(0.03)
(E) Basic earnings per equity share (in ₹/share)	(3.60)	(2.18)	(3.45)
(F) Diluted earnings per equity share (in ₹/share)	(3.60)	(2.18)	(3.45)
(G) Net asset value per equity share (in ₹/share)	(2.85)	0.75	2.93
(H) Total borrowings (including lease liabilities)	-	-	-

Capital Structure:

As on date of this Draft Red Herring Prospectus, the authorized share capital of Atlanta Transformers Private Limited is ₹100,000 divided into 10,000 equity shares of face value ₹10 each and its paid-up share capital is ₹100,000 divided into 10,000 equity shares of face value ₹10 each.

Shareholding:

Name of the shareholder	Number of shares	Percentage of Shareholding (%)
Atlanta Electricals Limited	9,999	99.99
Tanmay Surendrabhai Patel (as a nominee of Atlanta Electricals Limited)	1	0.01
Total	**10,000**	**100.00**

AE Components Private Limited

Corporate information:

AE Components Private Limited was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated January 10, 2025, issued by the Registrar of Companies, Central Registration Centre. Its CIN is U22208GJ2025PTC157783, and its registered office is situated at Plot No. 1503/4, GIDC Estate, Vithal Udyognagar, Anand – 388 121, Gujarat, India.

Nature of Business:

AE Components Private Limited is engaged in the business to design, engineer, finance, develop, construct, operate, maintain, assemble, heat, grade, mould, cast, buy, sell, resale, import, export, store, forward, distribute, dispose of, develop, handle, prepare market, supply or otherwise to deal in all types, models, shapes, sizes, capacities, varieties, description, diameters, applications and uses of tanks including support systems, plant and machinery like pump house, DG set, fire-fighting facilities, weighbridges, mechanical appliances, goods, merchandise, articles, machinery, equipment, devices and other facilities their consumables, parts, accessories, components, fittings whether as wholesalers, retailers, agents, sub agents, distributors or otherwise

Financial Information

AE Components Private Limited was incorporated on January 10, 2025 and hence has not published its financial results for Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Capital Structure:

As on date of this Draft Red Herring Prospectus, the authorized share capital of AE Components Private Limited is ₹100,000 divided into 10,000 equity shares of face value ₹10 each and its paid-up share capital is ₹100,000 divided into 10,000 equity shares of face value ₹10 each.

Shareholding:

Name of the shareholder	Number of shares	Percentage of Shareholding (%)
Atlanta Electricals Limited	9,999	99.99
Niral Krupeshbhai Patel (nominee shareholder)	1	0.01
Total	**10,000**	**100.00**

Conflicts of Interest

There are no conflicts of interest between our Subsidiaries (including their respective directors) and any lessors/ owners of immovable properties (who are crucial for operations of the Company).

There are no conflicts of interest between our Subsidiaries (including their respective directors) and any suppliers of raw materials and third party service providers (who are crucial for operations of the Company).

Our Holding Company

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Associates

As on the date of this Draft Red Herring Prospectus, our Company does not have any associates.

Our Joint ventures

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

Common Pursuits between our Subsidiaries and our Company

Except as disclosed under "*Restated Consolidated Financial Information*" on page 254, there are no common pursuits between our Subsidiaries and our Company.

Further, our Company and our Subsidiaries will adopt the necessary procedures and practices, as permitted by law and regulatory guidelines, to address any conflict situation as and when they arise. Our Company has not encountered any such instances of conflict in the past.

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

Business Interest of our Subsidiaries in our Company

Except as disclosed in "*Our Business*" and "*Restated Consolidated Financial Information*" on pages 187 and 254, respectively, our Subsidiaries do not have or propose to have any business interest in our Company.

OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board shall comprise of not less than three Directors and not more than fifteen Directors, provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting.

As on the date of this Draft Red Herring Prospectus, we have eight Directors on our Board, of whom four are Executive Directors, including our Managing Director and four are Independent Directors, including one woman Independent Director.

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

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Niral Krupeshbhai Patel ***Designation*****:** Chairman and Managing Director ***Date of birth*****:** February 12, 1980 ***Address*****:** 15, Parishram Society, Subhanpura, Vadodara– 390023, Gujarat, India ***Occupation*****:** Business ***Current term*****:** With effect from January 1, 2025, for a period of five years, liable to retire by rotation ***Period of directorship*****:** Since July 27, 2002 ***DIN*****:** 00213356	44	*Indian Companies*: • Neptune Infraspace Private Limited • Neptune Realty Private Limited • Amod Stampings Private Limited • Amod Insulators Private Limited • Venus Laminations Private Limited • Auro Stampings Private Limited • BTW - Atlanta Transformers India Private Limited • Amod Power Private Limited • Atlanta Transformers Private Limited • Neptune Erectors Private Limited • Avalance Gloabal Solutions Private Limited • Ae Components Private Limited • Patel Family Trustee Private Limited • Jewel Confra Private Limited • Neptune Procon Private Limited • K.-One Infraspace Private Limited *Foreign Companies:* Nil
Krupeshbhai Narharibhai Patel ***Designation*****:** Whole-Time Director ***Date of birth*****:** October 17, 1954 ***Address*****:** 15, Parishram Society, B/H Sarabhai, Subhanpura, Vadodara – 390023, Gujarat, India ***Occupation*****:** Business ***Current term*****:** With effect from January 1, 2025, for a period of five years, liable to retire by rotation	70	*Indian companies:* • Amod Stampings Private Limited • Heritage Infrastructure Private Limited • Neptune Realty Private Limited • Satyadev Chemicals Private Limited • Venus Laminations Private Limited • Auro Stampings Private Limited

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Period of directorship**:** Since July 27, 2002 ***DIN*****:** 00213143		• Prestige Infrastructure Private Limited • Neptune Erectors Private Limited • Neptune Infraspace Private Limited • Aspire Confra Private Limited • Neptune Procon Private Limited *Foreign companies:* Nil
Amish Krupeshbhai Patel ***Designation*****:** Whole-time Director ***Date of birth*****:** June 18, 1982 ***Address*****:** 15, Parishram Society, Subhanpura, Vadodara–390023, Gujarat, India ***Occupation*****:** Business ***Current term*****:** With effect from January 1, 2025, for a period of five years, liable to retire by rotation ***Period of directorship*****:** Since January 1, 2022 ***DIN*****:** 02234678	42	*Indian Companies:* • Auro Stampings Private Limited • Amod Power Private Limited • Neptune Erectors Private Limited • Neptune Infraspace Private Limited • Neptune Realty Private Limited • Venus Laminations Private Limited • Patel Family Trustee Private Limited • K-One Infraspace Private Limited • Jewel Confra Private Limited • Neptune Procon Private Limited • Amod Stampings Private Limited • Amod Insulators Private Limited *Foreign Companies:* Nil
Tanmay Surendrabhai Patel ***Designation*****:** Whole-time Director ***Date of birth*****:** December 18, 1976 ***Address*****:** 15, Parishram Society, Subhanpura, Vadodara–390023, Gujarat, India ***Occupation*****:** Business ***Current term*****:** With effect from January 1, 2025, for a period of five years, liable to retire by rotation ***Period of directorship*****:** Since July 27, 2002 ***DIN*****:** 00213319	48	*Indian Companies:* • Amod Stampings Private Limited • Neptune Realty Private Limited • Venus Laminations Private Limited • Auro Stampings Private Limited • Atlanta Transformers Private Limited • Neptune Erectors Private Limited • Neptune Infraspace Private Limited • Ae Components Private Limited • Patel Family Trustee Private Limited • K-One Infraspace Private Limited

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
		• Jewel Confra Private Limited • Neptune Procon Private Limited • Amod Insulators Private Limited *Foreign Companies:* Nil
Milin Kaimas Mehta ***Designation*: **Independent Director ***Date of birth*: **September 8, 1964 ***Address*: **Tridalam, 2 Nilamber Palms, Near Bright school, Vasna-Bhaily road, Vadodra – 391 410, Gujarat, India ***Occupation*: **Business ***Current term*: **With effect from January 10, 2025, for a period of five years ***Period of directorship*: **Since January 10, 2025 ***DIN*: **01297508	60	*Indian Companies:* • 5paisa Capital Limited • Ark Foundation for the Arts • Deepak Chem Tech Limited • Deepak Phenolics Limited • Farmson Basic Drugs Private Limited • Farmson Pharmaceutical Gujarat Private Limited • Gujarat Life Sciences Private Limited • Indusface Private Limited • Patel Vijyaben Trusteeship Private Limited • Rubamin Private Limited • Styrenix Performance Materials Limited • Technokraft Products Private Limited • VA Tech Wabag Limited • Vadodara Marathon *Foreign Companies:* Nil
Bhadresh Bhupendrabhai Chauhan ***Designation*: **Independent Director ***Date of birth*: **July 16, 1962 ***Address*: **B 602, Block A, Seventy Residency, Near Isro Colony, Iscon Cross Road, Iscon Ambli Road, Ahmedabad – 380 015, Gujarat, India ***Occupation*: **Business ***Current term*: **With effect from January 10, 2025, for a period of five years ***Period of directorship*: **Since January 10, 2025 ***DIN*: **05314372	62	*Indian Companies:* Nil *Foreign Companies:* Nil
Dukhabandhu Rath ***Designation*: **Independent Director	64	*Indian Companies:* • 20 Microns Limited

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
***Date of birth*:** November 27, 1960 ***Address*:** Near Gundicha Mandir, Anandapur, Kendujhar – 758 021, Odisha, India ***Occupation*:** Business ***Current term*:** With effect from January 10, 2025, for a period of five years ***Period of directorship*:** Since January 10, 2025 ***DIN*:** 08965826		• Armee Infotech Limited • Falcon Marine Exports Limited • K.P. Energy Limited • SG Finserve Limited • SG Mart Limited • Shiva Pharmachem Limited *Foreign Companies:* Nil
Jinkal Darshan Patel ***Designation*:** Independent Director ***Date of birth*:** December 10, 1983 ***Address*:** 29/30, Monali Park Society, Near Megha More, Manjalpur, Vadodara – 390 011, Gujarat, India ***Occupation*:** Business ***Current term*:** With effect from January 10, 2025, for a period of five years ***Period of directorship*:** Since January 10, 2025 ***DIN*:** 08729869	41	*Indian Companies:* Elysium Pharmaceuticals Limited *Foreign Companies:* Nil

Brief profiles of our Directors

Niral Krupeshbhai Patel, aged 44 years, is the Chairman and Managing Director of our Company. He holds a bachelors' degree in engineering (computer branch) from University of Pune, a diploma degree in electrical engineering from Maharashtra State Board of Technical Education and masters' degree in business administration from Hult International Business School. He has been associated with Amod Stampings Private Limited, Auro Stampings Private Limited, Venus Laminations Private Limited, Neptune Erectors Private Limited, Neptune Realty Private Limited, Neptune Infraspace Private Limited, Heritage Procon LLP and K.-One Infraspace LLP. Currently his key responsibilities include managing relationships with customers and suppliers, implementing strategies and overseeing budgets. He has over 22 years of experience in transformers manufacturing industry.

Krupeshbhai Narharibhai Patel, aged 70 years, is a Whole-time Director of our Company. He holds a diploma in mechanical engineering from The Maharaja Sayajirao University of Baroda. He joined our company in 2002 and has since played a vital role in its growth and success. Currently his key responsibilities include CSR initiatives focused on education and providing strategic direction in areas like land acquisition, capital expenditure, government relations and organisational development. He has over 23 years of experience in transformers manufacturing industry.

Amish Krupeshbhai Patel, aged 42 years, is a Whole-time Director of our Company. He holds a bachelor's degree in business administration from Sardar Patel University. He has been associated with our company since 2022 and is also affiliated with Neptune Realty Private Limited. Currently his key responsibilities include identifying high potential land parcels and collaborations with project managers and contractors. He has 17 years of combined experience in real estate, investment and acquisitions.

Tanmay Surendrabhai Patel, aged 48 years, is a Whole-time Director of our Company. He holds a diploma in electrical engineering from Maharashtra State Board of Technical Education. He has been a part of our company since 2002. Currently his key responsibilities include procurement of raw materials, components and supply chain logistics. He has over 22 years of expertise in the transformers, electrical and manufacturing sectors.

Milin Kaimas Mehta, aged 60 years, is an Independent Director of our Company. He is a chartered accountant enrolled with the Institute of Chartered Accountants of India. He has been associated with K C Mehta & Co. LLP as a designated partner and has experience in accounting and tax sectors.

Bhadresh Bhupendrabhai Chauhan, aged 62 years, is an Independent Director of our Company. He holds a bachelor's degree in engineering (electrical) from Sourashtra University. He was previously associated with Gujarat Electricity Board and Gujarat Energy Transmission Corporation Limited.

Dukhabandhu Rath, aged 64 years, is an Independent Director of our Company. He holds a bachelor's degree in arts (honours) from Utkal University. He was previously associated with State Bank of India and has over 35 years of experience in the banking sector.

Jinkal Darshan Patel, aged 41 years, is an Independent Director of our Company. She holds a bachelor's degree in engineering from Sardar Patel University and master's degree in business administration from Pace University. She is associated with Elysium Pharmaceuticals Limited and has over 16 years of experience in the pharmaceuticals sector.

Relationship between our Directors

Except as disclosed below, none of our Directors are related to each other or to any of our Key Managerial Personnel or Senior Management Personnel:

Name of Director/Key Managerial Personnel/ Senior Management Personnel	Relationship
Krupeshbhai Narharibhai Patel and Niral Krupeshbhai Patel	Krupeshbhai Narharibhai Patel is the father of Niral Krupeshbhai Patel
Krupeshbhai Narharibhai Patel and Amish Krupeshbhai Patel	Krupeshbhai Narharibhai Patel is the father of Amish Krupeshbhai Patel
Krupeshbhai Narharibhai Patel and Tanmay Surendrabhai Patel	Krupeshbhai Narharibhai Patel is the uncle of Tanmay Surendrabhai Patel
Niral Krupeshbhai Patel and Amish Krupeshbhai Patel	Niral Krupeshbhai Patel and Amish Krupeshbhai Patel are brothers
Niral Krupeshbhai Patel and Tanmay Surendrabhai Patel	Niral Krupeshbhai Patel and Tanmay Surendrabhai Patel are cousins
Amish Krupeshbhai Patel and Tanmay Surendrabhai Patel	Amish Krupeshbhai Patel and Tanmay Surendrabhai Patel are cousins

Confirmations

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company.

None of our Directors is, or was a director of any company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Further, none of our Directors have been identified as Wilful Defaulters or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

Arrangement or understanding with major Shareholders, customers, suppliers, or others pursuant to which to which our Directors were selected as a Director or Senior Management Personnel

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Service contracts with Directors, Key Managerial Personnel and Senior Management Personnel

Our Company has not entered into any service contracts with any Director, which provide for benefits upon termination of employment.

Terms of appointment of our Executive Directors

Niral Krupeshbhai Patel

Our Board at their meeting held on December 23, 2024 approved the appointment of Niral Krupeshbhai Patel as the Chairman and Managing Director of our Company with effect from January 1, 2025. Our Shareholders approved such appointment at their meeting held on January 10, 2025 setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from January 1, 2025:

Sr. No	Category	Remuneration (in ₹ million, unless otherwise stated)
1.	Salary (per annum)	2.49
2.	*Perquisites and allowances (per annum)*	
	House rent allowance	50% of basic salary
	Conveyance allowance	25% of basic salary
	Medical allowance	₹15,000
	Other allowance	5.31
Total (per month)		**0.81**
Total (per annum)		**10.00**

Krupeshbhai Narharibhai Patel

Our Board at their meeting held on December 23, 2024 approved the appointment of Krupeshbhai Narharibhai Patel as the whole-time director of our Company with effect from January 1, 2025. Our Shareholders approved such appointment at their meeting held on January 10, 2025 setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from January 1, 2025:

Sr. No	Category	Remuneration (in ₹ million, unless otherwise stated)
1.	Salary (per annum)	2.60
2.	*Perquisites and allowances* (per annum)	
	House rent allowance	50% of basic salary
	Conveyance allowance	30% of basic salary
	Medical allowance	₹15,000
	Other allowance	1.80
Total (per month)		**0.54**
Total (per annum)		**6.50**

Amish Krupeshbhai Patel

Our Board at their meeting held on December 23, 2024 approved the appointment of Amish Krupeshbhai Patel as the whole-time director of our Company with effect from January 1, 2025. Our Shareholders approved such appointment at their meeting held on January 10, 2025 setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from January 1, 2025:

Sr. No	Category	Remuneration (in ₹ million, unless otherwise stated)
1.	Salary (per annum)	2.00
2.	*Perquisites and allowances* (per annum)	
	House rent allowance	50% of basic salary
	Conveyance allowance	30% of basic salary
	Medical allowance	₹15,000
	Other allowance	1.68
Total (per month)		**0.44**
Total (per annum)		**5.30**

Tanmay Surendrabhai Patel

Our Board at their meeting held on December 23, 2024 approved the appointment of Tanmay Surendrabhai Patel as the whole-time director of our Company with effect from January 1, 2025. Our Shareholders approved such appointment at their meeting held on January 10, 2025 setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from January 1, 2025:

Sr. No	Category	Remuneration (in ₹ million, unless otherwise stated)
3.	Salary (per annum)	2.00
4.	*Perquisites and allowances* (per annum)	
	House rent allowance	50% of basic salary
	Conveyance allowance	30% of basic salary
	Medical allowance	₹15,000
	Other allowance	1.68
Total (per month)		**0.44**
Total (per annum)		**5.30**

Terms of appointment of our non-executive directors (including Independent Directors)

Pursuant to the Board resolution dated December 31, 2024, the commission payable to our Independent Directors is ₹ 1.40 million per annum for each Independent Director, or such other sum as the Board may determine from time to time within the limits prescribed under the Companies Act, 2013, and the rules notified thereunder. However, it shall not exceed 1% of the net profits of the Company in any financial year.

Payment or benefits to Directors

Except as disclosed in "*Terms of appointment of our Executive Directors*" above, our Company has not entered into any contract appointing or fixing the remuneration of any Director in the two years preceding the date of this Draft Red Herring Prospectus.

In Fiscal 2024, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Directors other than the remuneration as disclosed above in "*– Terms of appointment of our Executive Directors"* on page 228 and sitting fees paid to them for such period.

The remuneration that was paid to our Directors in Fiscal 2024 is as follows:

1. Executive Directors

The details of the remuneration paid to our Executive Directors in Fiscal 2024 is set out below:

(in ₹ million)

Name of Director	Designation	Remuneration
Niral Krupeshbhai Patel	Chairman and Managing Director	8.13
Krupeshbhai Narharibhai Patel	Whole-Time Director	4.50
Amish Krupeshbhai Patel	Whole-Time Director	3.20
Tanmay Surendrabhai Patel	Whole-Time Director	3.20

2. Non- Executive Directors

None of our Non-Executive Directors received any sitting fees during Fiscal 2024.

3. Independent Directors

None of our Independent Directors received any sitting fees during Fiscal 2024.

Remuneration paid or payable to our Directors by our Subsidiaries

None of our Directors were paid any remuneration by our Subsidiaries in Fiscal 2024.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

For details of the shareholding of our Directors in our Company, see "*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and members of Senior Management Personnel in our Company"* on page 103.

Bonus or profit-sharing plan for our Directors

As on date of this Draft Red Herring Prospectus, our Company does not have any performance linked bonus or a profit-sharing plan for our Directors.

Interest of Directors

All our Non-Executive Directors and Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and/or committees thereof as approved by our Board, the reimbursement of expenses payable to them as approved by our Board.

Our Directors may be deemed to be interested to the extent of the remuneration and reimbursements payable to each of them by our Company and remuneration payable to them by our Subsidiaries.

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 company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners.

Our Directors may be interested to the extent of Equity Shares, if any, held by them and their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, promoters, directors, proprietors, members, trustees or beneficiaries or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members, trustees or beneficiaries, pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares. For details, see – "*Shareholding of Directors in our Company*" on page 230.

Except for Krupeshbhai Narharibhai Patel, Niral Krupeshbhai Patel, Amish Krupeshbhai Patel and Tanmay Surendrabhai Patel who are the Promoters of our Company, none of our other Directors have any interest in the promotion or formation of our Company.

Except as stated below, none of our Directors have any interest in any property acquired or proposed to be acquired of or by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

(in ₹ million)

Name of Director	Details of transaction	Amount
Tanmay Surendrabhai Patel	Sale deed dated February 13, 2024 between Tanmay Surendrabhai Patel and our Company for sale of Plot no.1, revenue survey number 686, Vadod, Anand, Gujarat, India, admeasuring 798 square meters to our Company.	1.52
Amish Krupeshbhai Patel	Sale deed dated September 17, 2024 between Amish Krupeshbhai Patel and our Company for sale of revenue survey number 698, Vadod, Anand, Gujarat admeasuring 7,000 square meters to our Company.	19.08
	Sale deed dated December 3, 2024 between Amish Krupeshbhai Patel and our Company for sale of revenue survey number 697, Vadod, Anand, Gujarat admeasuring 14,163 square meters to our Company.	38.24
Total		**58.84**

None of our Directors have availed loans from our Company.

There are no conflicts of interest between our Directors and any lessors/ owners of immovable properties (who are crucial for operations of the Company)

There are no conflict of interest between our Directors and any suppliers of raw materials and third party service providers (who are crucial for operations of the Company).

Borrowing Powers

Pursuant to our Articles of Association, Board resolution dated December 23, 2024, and Shareholders resolution dated December 26, 2024, subject to applicable laws, our Board is authorised to borrow in any manner from time to time any sum or sums of monies at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed by us together with the moneys already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from our bankers in the ordinary course of our business), from the financial institutions, our bankers and/or from any person or persons, firms, bodies corporate whether by way of loan, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific purpose and securities premium, provided that the maximum amount of money so borrowed by our Board and outstanding at any one time shall not exceed the sum of ₹ 12,000.00 million.

Changes to our Board in the last three years

The changes to our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of appointment/cessation	Reason
Dukhabandhu Rath	January 10, 2025	Appointed as Independent Director
Jinkal Darshan Patel	January 10, 2025	Appointed as Independent Director
Milin Kaimas Mehta	January 10, 2025	Appointed as Independent Director
Bhadresh Bhupendrabhai Chauhan	January 10, 2025	Appointed as Independent Director
Niral Krupeshbhai Patel	January 1, 2025	Appointed as Chairman and Managing Director
Krupeshbhai Narharibhai Patel	January 1, 2025	Appointed as Whole-time Director
Amish Krupeshbhai Patel	January 1, 2025	Appointed as Whole-time Director

Name	Date of appointment/cessation	Reason
Tanmay Surendrabhai Patel	January 1, 2025	Appointed as Whole-time Director
Amish Krupeshbhai Patel	January 1, 2022	Appointed as Director

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the composition of our Board and constitution of the committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Corporate Social Responsibility Committee;
4. Stakeholders' Relationship Committee;
5. Risk Management Committee;

1. Audit Committee

The Audit Committee was re-constituted pursuant to resolution of our Board dated January 25, 2025. The current constitution of the Audit Committee is as follows:

Name of Director	Position in the committee	Designation
Milin Kaimas Mehta	Chairman	Independent Director
Niral Krupeshbhai Patel	Member	Chairman and Managing Director
Jinkal Darshan Patel	Member	Independent Director

(a) The Audit Committee shall have powers, which shall be as under:

(i) To investigate any activity within its terms of reference;

(ii) To seek information that it properly requires from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee from such employees;

(iii) To obtain outside legal or other professional advice;

(iv) To secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required;

(v) To approve the disclosure of the Key Performance Indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company; and

(vi) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

(b) The role of the Audit Committee shall be as under:

(i) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;

(ii) Recommendation to the Board for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee;

(iii) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;

(iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

(a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(3)(c) of the Companies Act;

(b) Changes, if any, in accounting policies and practices and reasons for the same;

(c) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;

(d) Significant adjustments made in the financial statements arising out of audit findings;

(e) Compliance with listing and other legal requirements relating to financial statements;

(f) Disclosure of any related party transactions; and

(g) modified opinion(s) in the draft audit report.

(v) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(vi) Monitoring the end use of funds raised through public offers and reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company;

(vii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(viii) Formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;

(ix) Approval of any subsequent modifications of transactions of the Company with related parties and omnibus approval (in the manner specified under the SEBI Listing Regulations and Companies Act) for related party transactions proposed to be entered into by the Company. Provided that only those members of the committee, who are independent directors, shall approve related party transactions;

Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.

(x) Approval of related party transactions to which the subsidiary(ies) of the Company is party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;

(xi) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(xii) Scrutiny of inter-corporate loans and investments;

(xiii) Valuation of undertakings or assets of the company, wherever it is necessary;

(xiv) Evaluation of internal financial controls and risk management systems;

(xv) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(xvi) 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;

(xvii) Discussion with internal auditors of any significant findings and follow up there on;

(xviii) 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;

(xix) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(xx) 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;

(xxi) Reviewing the functioning of the whistle blower mechanism;

(xxii) Approval of the appointment of the Chief Financial Officer of the Company ("**CFO**") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

(xxiii) To formulate, review and make recommendations to the Board to amend the Audit Committee's terms of reference from time to time;

(xxiv) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;

(xxv) Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;

(xxvi) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

(xxvii) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and

(xxviii) Carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

(c) The Audit Committee shall mandatorily review the following information:

(i) Management discussion and analysis of financial condition and results of operations;

(ii) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

(iii) Internal audit reports relating to internal control weaknesses;

(iv) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

(v) Statement of deviations:

(a) 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

(b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations."

(c) To carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company; and

(d) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

2. Nomination and Remuneration Committee ("NRC")

The NRC was re-constituted pursuant to resolution of our Board dated January 25, 2025. The current constitution of the NRC is as follows:

Name of Director	Position in the committee	Designation
Jinkal Darshan Patel	Chairperson	Independent Director
Milin Kaimas Mehta	Member	Independent Director
Dukhabandhu Rath	Member	Independent Director

The scope and function of the NRC is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) 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;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) 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.

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

(i) use the services of an external agencies, if required;

(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(iii) consider the time commitments of the candidates.

(b) Formulation of criteria for evaluation of performance of independent directors and the Board;

(c) Devising a policy on Board diversity;

(d) Identifying persons who are qualified to become directors of the Company and who may be appointed as senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

(e) Analysing, monitoring and reviewing various human resource and compensation matters;

(f) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(g) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

(h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(i) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(j) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(k) Administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws:

   (i) Determining the eligibility of employees to participate under the ESOP Scheme;

   (ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

   (iii) Date of grant;

   (iv) Determining the exercise price of the option under the ESOP Scheme;

   (v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

   (vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

   (vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

   (viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

   (ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

   (x) The grant, vest and exercise of option in case of employees who are on long leave;

   (xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;

   (xii) Formulate the procedure for funding the exercise of options;

   (xiii) The procedure for cashless exercise of options;

   (xiv) Forfeiture/ cancellation of options granted;

   (xv) Formulate the procedure for buy-back of specified securities issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

      - permissible sources of financing for buy-back;

      - any minimum financial thresholds to be maintained by the Company as per its last financial statements; and

      - limits upon quantum of specified securities that the Company may buy-back in a financial year.

   (xvi) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

      - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;

      - for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and

- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(l) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(m) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;

(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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

by the Company and its employees, as applicable.

(n) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee; and

(o) Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

3. Corporate Social Responsibility Committee ("CSR Committee")

The CSR Committee was re-constituted pursuant to resolution of our Board dated January 25, 2025. The current constitution of the CSR Committee is as follows:

Name of Director	Position in the committee	Designation
Niral Krupeshbhai Patel	Chairman	Chairman and Managing Director
Amish Krupeshbhai Patel	Member	Whole-Time Director
Dukhabandhu Rath	Member	Independent Director

The terms of reference of the CSR Committee framed in accordance with Section 135 of the Companies Act, 2013, shall be restated as under:

(a) To formulate and recommend to the board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder, monitor the implementation of the same from time to time and make any revisions therein as and when decided by the Board;

(b) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(c) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(d) To formulate and recommend to the Board, an annual action plan in pursuance to the Corporate Social Responsibility Policy, which shall include the following, namely:

(i) the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;

(ii) the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;

(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.

Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.

(e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(f) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and

(g) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 or other applicable law.

4. Stakeholders' Relationship Committee ("SRC")

The SRC was re-constituted pursuant to resolution of our Board dated January 25, 2025. The current constitution of the SRC is as follows:

Name of Director	Position in the committee	Designation
Bhadresh Bhupendrabhai Chauhan	Chairman	Independent Director
Niral Krupeshbhai Patel	Member	Chairman and Managing Director
Tanmay Surendrabhai Patel	Member	Whole-Time Director

The scope and function of the SRC is in accordance with Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

(a) Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, general meetings etc., and assisting with quarterly reporting of such complaints;

(b) Reviewing of measures taken for effective exercise of voting rights by shareholders;

(c) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(d) Giving effect to all allotments, transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated/new share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(e) Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

(f) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

(g) Considering and specifically looking into various aspects of interest of shareholders, debenture holders or holders of any other securities;

(h) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

(i) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s) or agent(s); and

(j) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

5. *Risk Management Committee ("RMC")*

The RMC was re-constituted pursuant to resolution of our Board dated January 25, 2025. The current constitution of the RMC is as follows:

Name of Director	Position in the committee	Designation
Bhadresh Bhupendrabhai Chauhan	Chairman	Independent Director
Niral Krupeshbhai Patel	Member	Chairman and Managing Director
Tanmay Surendrabhai Patel	Member	Whole-Time Director

The scope and function of the RMC is in accordance with Regulation 21 of the SEBI Listing Regulations and its terms of reference shall be as follows:

(i) To formulate a detailed risk management policy which shall include:

- framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the Committee;
- Measures for risk mitigation including systems and processes for internal control of identified risks; and
- Business continuity plan.

(ii) To approve major decisions affecting the risk profile or exposure and give appropriate directions;

(iii) To consider the effectiveness of decision making process in crisis and emergency situations;

(iv) To balance risks and opportunities;

(v) To generally, assist the Board in the execution of its responsibility for the governance of risk;

(vi) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(vii) To review and recommend potential risk involved in any new business plans and processes;

(viii) To review the Company's risk-reward performance to align with the Company's overall policy objectives;

(ix) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(x) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(xi) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(xii) The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee.

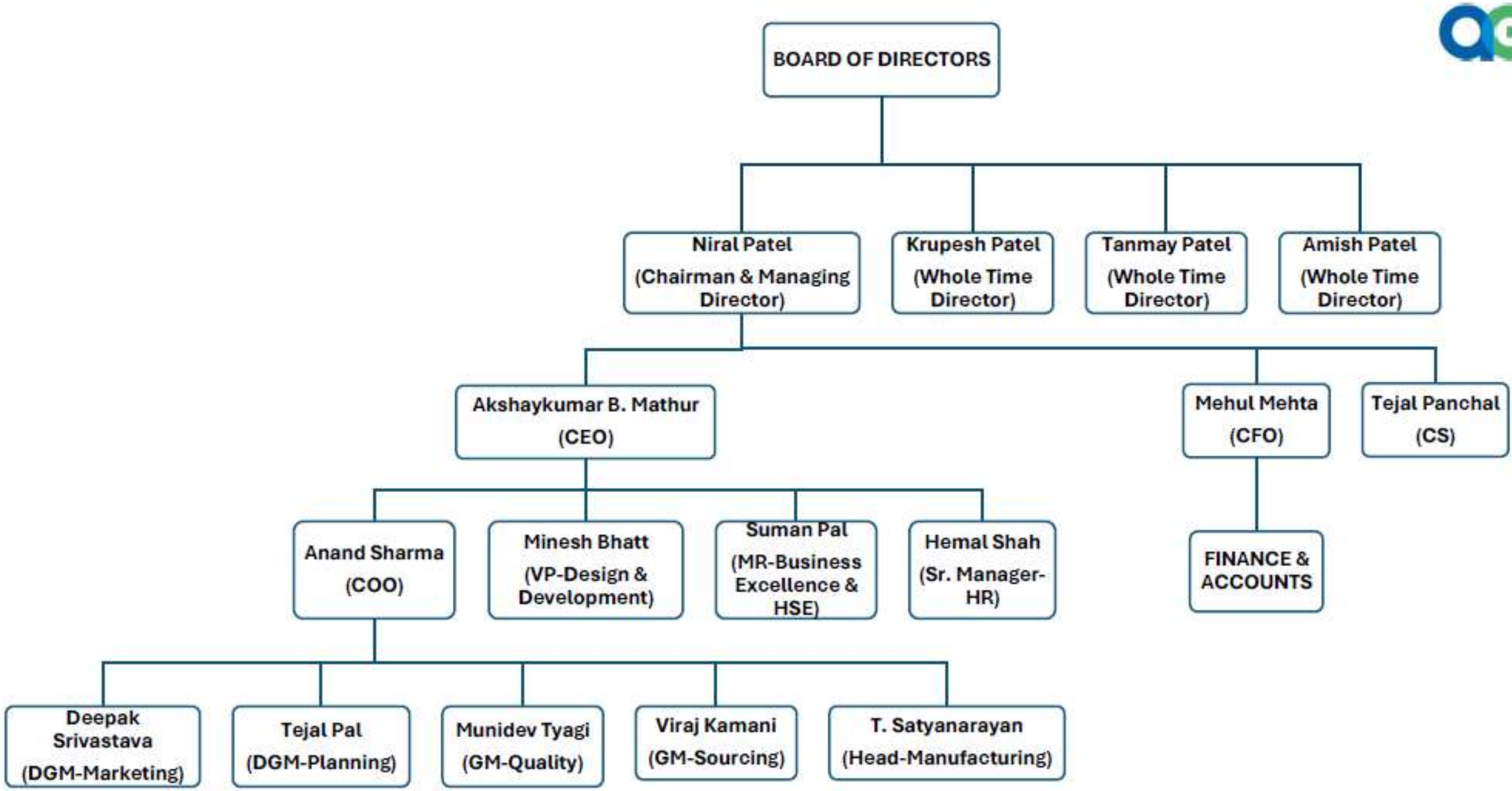
(xiii) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

(xiv) Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

(xv) Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security; and

(xvi) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

Management organization chart



Key Managerial Personnel and Senior Management Personnel

Brief profiles of our Key Managerial Personnel

In addition to Krupeshbhai Narharibhai Patel, Niral Krupeshbhai Patel, Amish Krupeshbhai Patel and Tanmay Surendrabhai Patel, whose details are disclosed under *"– Brief profiles of our Directors*" on page 227 above, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below:

Akshaykumar Banshilal Mathur is the chief executive officer of our Company. He has been associated with our Company since August 1, 2015. He holds a bachelor's degree in technology in electronics and communication from Kakatiya University and a master's degree in business administration from University of Jodhpur. He was previously associated with Voltamp Transformers Limited. He has over 12 years of work experience in the field of management. In the Fiscal Year 2024, he received a remuneration of ₹ 11.75 million.

Mehul Sureshbhai Mehta is the Chief Financial Officer of our Company. He has been associated with our Company since March 1, 2005. He holds a bachelor's degree in commerce and post-graduate diploma in business administration from Sardar Patel University. He also holds a diploma in business management, advanced diploma in management and master's degree in business administration from ICFAI University, Dehradun. He was previously associated with ABG Cement Limited. He has around 19 years of work experience in the field of finance. In the Fiscal Year 2024, he received a remuneration of ₹ 1.37 million.

Tejalben Saunakkumar Panchal is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company since March 1, 2023. She holds a bachelor's degree in business administration from Saurashtra University and a master's degree in commerce in accounting and financial management from Maharaja Sayajirao University of Baroda. She was previously associated with Vimal Fire and Emergency Services Limited and BOYD Thermal Systems India Private Limited. She has around 7 years of work experience. In the Fiscal Year 2024, she received a remuneration of ₹ 0.46 million.

Brief profiles of our Senior Management Personnel

In addition to Mehul Sureshbhai Mehta and Tejalben Saunakkumar Panchal, whose details are provided in "*Brief profiles of our Key Managerial Personnel and Senior Management Personnel – Brief profiles of our Key Managerial Personnel"* on page 241 above, the details of other Senior Management Personnel, is set forth below:

Anand Sharma is the chief operating officer of our Company. He has been associated with our Company since March 1, 2022. He holds a diploma in engineering from Dayalbagh Educational Institute (Deemed University) and a post graduate diploma in business administration in operations management from Symbiosis Centre for Distance Learning. He was previously associated with Hotline Glass Limited, BTA Cellcom Limited, Crompton Greaves Limited, Caparo Fasteners (a unit of Caparo Engineering India Private Limited) and EMCO Limited. He has around 22 years of work experience in the fields of projects, strategic sourcing and sales. In the Fiscal Year 2024, he received a remuneration of ₹ 4.41 million.

Minesh Bhatt is the vice president – design of our company. He has been associated with our Company since April 1, 2004. He holds a diploma in electrical engineering at Government Polytechnic, Chhotaudaipur from the Technical Examinations Board, Gujarat. He was previously associated with Voltamp Transformers Private Limited. He has 23 years of experience in the field of engineering. In the Fiscal Year 2024, he received a remuneration of ₹ 2.04 million.

Status of the Key Managerial Personnel and Senior Management Personnel

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Retirement and termination benefits

Except applicable statutory benefits, none of our Key Managerial Personnel and Senior Management Personnel would receive any benefits on their retirement or on termination of their employment with our Company.

Family relationships of Directors with Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel or Senior Management Personnel are related to any of our Directors, or Key Managerial Personnel and Senior Management Personnel of the Company.

Arrangements and understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel and Senior Management Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Managerial Personnel and Senior Management Personnel

Except for the shareholding of our Executive Directors as disclosed in the section titled "*Capital Structure*" on page 72, none of the Key Managerial Personnel and Senior Management Personnel hold any Equity Shares as on date of this Draft Red Herring Prospectus.

Payment or benefits to Key Managerial Personnel and Senior Management Personnel

In Fiscal 2024, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Key Managerial Personnel or Senior Management Personnel (including contingent or deferred compensation) other than the remuneration as disclosed above in "*-Terms of appointment of our Executive Directors"* and "*-Key Managerial Personnel and Senior Management Personnel*" on pages 228 and 241 respectively.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Personnel

Our Company does not have any performance linked bonus or a profit-sharing plan for our Key Managerial Personnel and Senior Management Personnel as on the date of this Draft Red Herring Prospectus.

Interest of Key Managerial Personnel and Senior Management Personnel

For details of the interest of the Executive Directors of our Company, see "*Our Management –Interest of Directors*" on page 230.

Other than our Executive Directors, our other Key Managerial Personnel and Senior Management Personnel are interested in our Company only to the extent of the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company or any dividend payable to them.

There are no conflicts of interest between our Key Managerial Personnel and any lessors/ owners of immovable properties (who are crucial for operations of the Company)

There is no conflict of interest between our Key Managerial Personnel and any suppliers of raw materials and third party service providers (who are crucial for operations of the Company).

Changes in the Key Managerial Personnel and Senior Management Personnel in last three years

The changes to our Key Managerial Personnel and Senior Managerial Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of appointment/cessation	Reason
Tejalben Saunakkumar Panchal	March 1, 2023	Appointed as Company Secretary
Tarnum Master	September 21, 2022	Resigned as Company Secretary
Anand Sharma	January 1, 2025	Appointed as chief operating officer
Minesh Bhatt	January 1, 2025	Appointed as vice president – design
Mehul Sureshbhai Mehta	January 1, 2025	Appointed as Chief Financial Officer
Akshaykumar Banshilal Mathur	January 1, 2025	Appointed as chief executive officer

Note: This does not include changes in designations.

Further, the attrition rate of the Key Managerial Personnel and Senior Management Personnel of our Company is not high as compared to our peers.

Payment or benefit to officers of our Company (non-salary related)

No amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of the Company, including our Key Managerial Personnel and Senior Management Personnel.

Employee stock options

Our Company does not have an employee stock option scheme, as on the date of this Draft Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Krupeshbhai Narharibhai Patel, Niral Krupeshbhai Patel, Amish Krupeshbhai Patel, Tanmay Surendrabhai Patel, Narharibhai S. Patel Family Trust, Patel Family Trustee Private Limited, Niral Patel Family Trust, Amish Patel Family Trust, Tanmay Patel Family Trust and Atlanta UHV Transformers LLP are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

S. No.	Name of the Promoter	Number of Equity Shares of face value of ₹2 each	Percentage of the pre-Offer issued, subscribed and paid-up Equity Share capital (in %)
1.	Krupeshbhai Narharibhai Patel	5,902,550	8.25%
2.	Niral Krupeshbhai Patel	6,375,000	8.91%
3.	Amish Krupeshbhai Patel	6,375,000	8.91%
4.	Tanmay Surendrabhai Patel	5,391,400	7.53%
5.	Narharibhai S. Patel Family Trust	33,553,050	46.87%
6.	Atlanta UHV Transformers LLP	9,950,050	13.90%
Total		**67,547,050**	**94.36%**

For details, see "*Capital Structure – Build-up of Promoters' shareholding in our Company*" on page 93.

Details of our Promoters are as follows:

<u>Individual Promoters</u>

Krupeshbhai Narharibhai Patel

Krupeshbhai Narharibhai Patel, aged 70 years, is a Promoter of our Company.

Date of Birth: October 17, 1954

Address: 15, Parishram Society, B/H Sarabhai, Subhanpura, Vadodara, Gujarat – 390 007

Permanent Account Number: ADHPP6422B

For the complete profile of Krupeshbhai Narharibhai Patel, along with details of his educational qualifications, professional experience, directorships held, special achievements and business and financial activities, see "*Our Management – Board of Directors*" on page 224.

Niral Krupeshbhai Patel

Niral Krupeshbhai Patel, aged 44 years, is a Promoter of our Company.

Date of Birth: February 12, 1980

Address: 15, Parishram Society, B/H Sarabhai, Subhanpura, Vadodara, Gujarat – 390 007

Permanent Account Number: ACQPP6163R

For the complete profile of Niral Krupeshbhai Patel, along with details of his educational qualifications, professional experience, directorships held, special achievements and business and financial activities, see "*Our Management – Board of Directors*" on page 224.

Amish Krupeshbhai Patel

	Amish Krupeshbhai Patel, aged 42 years, is a Promoter of our Company. ***Date of Birth:*** June 18, 1982 ***Address***: 15, Parishram Society, B/H Sarabhai, Subhanpura, Vadodara, Gujarat – 390 007 ***Permanent Account Number***: ACUPP1752E For the complete profile of Amish Krupeshbhai Patel, along with details of his educational qualifications, professional experience, directorships held, special achievements and business and financial activities, see "*Our Management – Board of Directors*" on page 224.

Tanmay Surendrabhai Patel

	Tanmay Surendrabhai Patel, aged 48 years, is a Promoter of our Company. ***Date of Birth:*** December 18, 1976 ***Address***: 15, Parishram Society, B/H Sarabhai, Subhanpura, Vadodara, Gujarat – 390 007 ***Permanent Account Number***: ACZPP3911E For the complete profile of Tanmay Surendrabhai Patel, along with details of his educational qualifications, professional experience, directorships held, special achievements and business and financial activities, see "*Our Management – Board of Directors*" on page 224.

Our Company confirms that the PAN, bank account number(s), Aadhaar card number, driving license number and passport number of our Individual Promoters shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

<u>Promoter Trusts</u>

1. **Narharibhai S. Patel Family Trust**

   Trust information and history

   The Narharibhai S. Patel Family Trust was formed as a private, irrevocable and discretionary trust pursuant to a registered trust deed dated October 15, 2024 in accordance with the provisions of the Indian Trusts Act, 1882. The office of the Narharibhai S. Patel Family Trust is located at 15, Parishram Society, Subhanpura, Vadodara-390023, Gujarat, India.

   Settlor

   Lalitaben Patel is the settlor of the Narharibhai S. Patel Family Trust.

   PAN: AAETN7555K

   As on the date of this Draft Red Herring Prospectus, Narharibhai S. Patel Family Trust holds 33,553,050 Equity Shares, representing 46.87% of the issued, subscribed and paid-up equity share capital of our Company.

   Trustees

   As on the date of this Draft Red Herring Prospectus, the trustee of the Narharibhai S. Patel Family Trust is Patel Family Trustee Private Limited.

   Beneficiaries

   The primary beneficiaries of the Narharibhai S. Patel Family Trust are Niral Patel Family Trust, Tanmay Patel Family Trust, Amish Patel Family Trust and Lalitaben N. Patel Family Trust ("**Primary Beneficiaries of MT1**").

Objects and purpose

The objects and purpose of the Narharibhai S. Patel Family Trust include the following:

1. To hold and manage the trust property in trust for the sole benefit of the Primary Beneficiaries of MT1;

2. to provide for the benefit and welfare of the Primary Beneficiaries of MT1 in accordance with the terms of trust deed;

3. to make distributions of the trust property in accordance with the provisions of trust deed and in order to provide for different needs and requirements for the welfare of the Primary Beneficiaries of MT1 including but not limited to maintenance, marriage, education, housing, medical and other expenses and contingencies from time to time, and in furtherance of the same, to make investments of all kinds and any nature whatsoever, including the provisions of loans, debt, or financing of any nature and on any terms whatsoever;

4. to preserve and protect assets of the trust from litigation, risks, claims, liabilities and potential family disputes.

5. to facilitate a smooth transition of assets of the settlor in a manner as deemed fit by it; and

6. to ensure that the trust property is properly managed and administered.

Change in control of the Narharibhai S. Patel Family Trust

There has been no change in control of the Narharibhai S. Patel Family Trust in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the PAN and bank account number(s) of the Narharibhai S. Patel Family Trust shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

2. Niral Patel Family Trust

Trust information and history

The Niral Patel Family Trust was formed as a private, irrevocable, and discretionary trust pursuant to a registered trust deed dated October 15, 2024 in accordance with the provisions of the Indian Trusts Act, 1882. The office of the Niral Patel Family Trust is located at 15, Parishram Society, Subhanpura, Vadodara – 390 023, Gujarat, India.

Settlor

Lalitaben Patel is the settlor of the Niral Patel Family Trust.

PAN: AAETN7554J

As on the date of this Draft Red Herring Prospectus, Niral Patel Family Trust does not hold any Equity Shares of our Company.

Trustees

As on the date of this Draft Red Herring Prospectus, the trustee of the Niral Patel Family Trust is Mr. Niral Krupeshbhai Patel.

Beneficiaries

The primary beneficiaries of the Niral Patel Family Trust are Mr. Niral Patel, Mr. Krupeshbhai Narharibhai Patel and Mrs. Smitaben Krupeshbhai Patel ("**Beneficiaries of NPF Trust**").

Objects and purpose

The objects and purpose of the Niral Patel Family Trust include the following:

1. To hold and manage the trust property in trust for the sole benefit of the Beneficiaries of NPF Trust;

2. to provide for the benefit and welfare of the Beneficiaries of NPF Trust in accordance with the terms of trust deed;

3. to make distributions of the trust property in accordance with the provisions of trust deed and in order to provide for different needs and requirements for the welfare of the Beneficiaries of NPF Trust including but not limited to maintenance, marriage, education, housing, medical and other expenses and contingencies from time to time, and in

furtherance of the same, to make investments of all kinds and any nature whatsoever, including the provisions of loans, debt, or financing of any nature and on any terms whatsoever;

4. to preserve and protect assets of the trust from litigation, risks, claims, liabilities and potential family disputes.

5. to facilitate a smooth transition of assets of the settlor in a manner as deemed fit by it; and

6. to ensure that the trust property is properly managed and administered.

Change in control of the Niral Patel Family Trust

There has been no change in control of the Niral Patel Family Trust in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the PAN and bank account number(s) of the Niral Patel Family Trust shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

3. Amish Patel Family Trust

Trust information and history

The Amish Patel Family Trust was formed as a private, irrevocable and discretionary trust pursuant to a registered trust deed dated October 15, 2024 in accordance with the provisions of the Indian Trusts Act, 1882. The office of the Amish Patel Family Trust is located at 15, Parishram Society, Subhanpura, Vadodara-390023, Gujarat, India.

Settlor

Lalitaben Patel is the settlor of the Amish Patel Family Trust.

PAN: AALTA2085N

As on the date of this Draft Red Herring Prospectus, Amish Patel Family Trust does not hold any Equity Shares of our Company.

Trustees

As on the date of this Draft Red Herring Prospectus, the trustee of the Amish Patel Family Trust is Mr. Amish Krupeshbhai Patel.

Beneficiaries

The primary beneficiaries of the Amish Patel Family Trust are Mr. Amish Krupeshbhai Patel, Mrs. Ripa Amish Patel, Mr. Krupeshbhai Narharibhai Patel, Mrs. Smitaben K. Patel and Lineal Descendants of Mr. Amish Krupeshbhai Patel ("**Beneficiaries of APF Trust**").

Objects and purpose

The objects and purpose of the Amish Patel Family Trust include the following:

1. To hold and manage the trust property in trust for the sole benefit of the Beneficiaries of APF Trust;

2. to provide for the benefit and welfare of the Beneficiaries of APF Trust in accordance with the terms of trust deed;

3. to make distributions of the trust property in accordance with the provisions of trust deed and in order to provide for different needs and requirements for the welfare of the Beneficiaries of APF Trust including but not limited to maintenance, marriage, education, housing, medical and other expenses and contingencies from time to time, and in furtherance of the same, to make investments of all kinds and any nature whatsoever, including the provisions of loans, debt, or financing of any nature and on any terms whatsoever;

4. to preserve and protect assets of the trust from litigation, risks, claims, liabilities and potential family disputes.

5. to facilitate a smooth transition of assets of the settlor in a manner as deemed fit by it; and

6. to ensure that the trust property is properly managed and administered.

Change in control of the Amish Patel Family Trust

There has been no change in control of the Amish Patel Family Trust in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the PAN and bank account number(s) of the Amish Patel Family Trust shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

4. Tanmay Patel Family Trust

Trust information and history

The Tanmay Patel Family Trust was formed as a private, irrevocable and discretionary trust pursuant to a registered trust deed dated October 15, 2024 in accordance with the provisions of the Indian Trusts Act, 1882. The office of the Tanmay Patel Family Trust is located at 15, Parishram Society, Subhanpura, Vadodara – 390 023, Gujarat, India.

Settlor

Lalitaben N. Patel is the settlor of the Tanmay Patel Family Trust.

PAN: AAFTT0663D

As on the date of this Draft Red Herring Prospectus, Tanmay Patel Family Trust does not hold any Equity Shares of our Company.

Trustees

As on the date of this Draft Red Herring Prospectus, the trustee of the Tanmay Patel Family Trust is Tanmay Surendrabhai Patel.

Beneficiaries

The primary beneficiaries of the Tanmay Patel Family Trust are Mr. Tanmay Surendrabhai Patel, Mrs. Chaitali T. Patel and Lineal Descendants of Mr. Tanmay Surendrabhai Patel ("**Beneficiaries of TPF Trust**").

Objects and purpose

The objects and purpose of the Tanmay Patel Family Trust include the following:

1. To hold and manage the trust property in trust for the sole benefit of the Beneficiaries of TPF Trust;

2. to provide for the benefit and welfare of the Beneficiaries of TPF Trust in accordance with the terms of trust deed;

3. to make distributions of the trust property in accordance with the provisions of trust deed and in order to provide for different needs and requirements for the welfare of the Beneficiaries of TPF Trust including but not limited to maintenance, marriage, education, housing, medical and other expenses and contingencies from time to time, and in furtherance of the same, to make investments of all kinds and any nature whatsoever, including the provisions of loans, debt, or financing of any nature and on any terms whatsoever;

4. to preserve and protect assets of the trust from litigation, risks, claims, liabilities and potential family disputes.

5. to facilitate a smooth transition of assets of the settlor in a manner as deemed fit by it; and

6. to ensure that the trust property is properly managed and administered.

Change in control of the Tanmay Patel Family Trust

There has been no change in control of the Tanmay Patel Family Trust in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the PAN and bank account number(s) of the Tanmay Patel Family Trust shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Corporate Promoters

1. Patel Family Trustee Private Limited

Corporate information

Patel Family Trustee Private Limited was incorporated on November 12, 2024 as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Ahmedabad, Gujarat.

The registered office of Patel Family Trustee Private Limited is situated at Neptune Campus, Dr. Vikram Sarabhai Marg, Racecourse, Vadodara, Vadodara – 390 007, Gujarat, India. The CIN of Patel Family Trustee Private Limited is U66190GJ2024PTC156287.

Patel Family Trustee Private Limited is currently engaged in the business of undertaking trusteeship services, that is to undertake and carry on the function and duties of trustee, advisor, consultant, manager to entities and to undertake all necessary actions and measures to discharge such duties, to execute trusts of all kinds, including the undertaking and carrying on of the office(s) and duties of a custodian, executor, administrator, liquidator, receiver, attorney or nominee of, or for funds and assets of all kinds and to hold the property in trust or for the benefit of the beneficiaries of such trust(s) and to undertake and execute any trust or discretion, and the distribution amongst the beneficiaries, or other persons entitled to it, of any income, capital or annuity and whether in money or specie, in furtherance of any discretion, obligation or permission and for the said purpose to hold, deal with, manage, direct the management of, or to buy, sell, exchange, mortgage, charge, dispose of, or grant any right or interest in, over or upon and real and personal property of any kind, including, estate, securities, investments, movable and immovable assets including or contingent and reversionary interests in any property of any nature whatsoever, and to undertake and carry on any business undertaking or transaction.

Board of directors

The board of directors of Patel Family Trustee Private Limited comprises the following persons:

1. Niral Krupeshbhai Patel;
2. Amish Krupeshbhai Patel; and
3. Tanmay Surendrabhai Patel

Capital structure

The capital structure of Patel Family Trustee Private Limited as on date of this Draft Red Herring Prospectus is as follows:

Particulars	Number of equity shares of face value of ₹10 each
Authorised equity share capital of ₹100,000	10,000
Issued, subscribed and paid-up equity share capital of ₹100,000	10,000

Shareholding pattern

The shareholding pattern of Patel Family Trustee Private Limited as on date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	Number of equity shares	Percentage of shareholding (in %)
1.	Amish Krupeshbhai Patel	3333	33.33%
2.	Tanmay Surendrabhai Patel	3333	33.33%
3.	Niral Krupeshbhai Patel	3334	33.34%
Total		**10,000**	**100.00%**

Financial Information

The details of the financial results of Patel Family Trustee Private Limited as on the date of this Draft Red Herring Prospectus are set forth in the table below:

(₹ in million)

Sr. No.	Particulars	Amount
1.	Equity share capital	0.10
2.	Net worth	0.10
3.	Revenue from operations	Nil
4.	Profit/ (loss) after tax for the year	Nil

Sr. No.	Particulars	Amount
5.	Total borrowings (including lease liabilities)	Nil

Change in control

There has been no change in control of Patel Family Trustee Private Limited in the three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the PAN, bank account number(s), company registration number of Patel Family Trustee Private Limited and address of the RoC, where Patel Family Trustee Private Limited is registered, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Details of the promoter of Patel Family Trustee Private Limited

The promoters of Patel Family Trustee Private Limited are Niral Krupeshbhai Patel, Amish Krupeshbhai Patel and Tanmay Surendrabhai Patel.

2. Atlanta UHV Transformers LLP

Corporate Information

Atlanta UHV Transformers LLP was incorporated as a Limited Liability Partnership under the Limited Liability Partnership Act, 2008, pursuant to a partnership agreement dated December 2, 2011, between Neptune Realty Private Limited, Amod Stampings Private Limited, and our Company. Its LLP Identification Number is AAA-7127, and its registered office is situated at Neptune Campus, Opp. Vadiwadi Water Tank, Sarabhai Marg, Vadiwadi, Vadodara, Gujarat - 390 007.

Nature of Business

Atlanta UHV Transformers LLP is currently engaged in the business of manufacturing, commercializing, developing, distributing, promoting, supplying, importing, exporting, buying, selling, and transporting, job working, or otherwise dealing in high voltage transformers, as well as carrying on the construction and development of real estate, purchasing and selling of immovable properties, and doing such other acts as its constitutional documents may authorise.

Financial Information

(₹ in million)

Particulars	2024	2023	2022
(A) Partner's fixed capital	10.00	10.00	10.00
(B) Net worth	24.80	15.64	10.78
(C) Revenue from operations	21.49	3.30	0.98
(D) Profit after tax for the year	14.80	5.64	0.78
(E) Total borrowings (including lease liabilities)	70.00	70.00	150.00

Capital Structure

The total capital contribution of the LLP is ₹10.00 million.

The capital contribution and percentage of sharing profits and losses in Atlanta UHV Transformers LLP as on the date of this Draft Red Herring Prospectus is set out below:

Name of the Partner	Capital Contribution	Percentage of sharing profits and losses
Neptune Realty Private Limited	4,400,000	44.00%
Amod Stampings Private Limited	1,000,000	10.00%
Auro Stampings Private Limited	2,000,000	20.00%
Niral Krupeshbhai Patel	866,667	8.67%
Amish Krupeshbhai Patel	866,666	8.66%
Tanmay Surendrabhai Patel	866,667	8.67%
Total	**10,000,000**	**100.00%**

Change in control of Atlanta UHV Transformers LLP

Except as stated below, there has been no change in the control of Atlanta UHV Transformers LLP in the last three years preceding the date of this Draft Red Herring Prospectus.

Atlanta Electricals Private Limited has been removed as a Designated Partner from LLP with effect from April 1, 2024 and Mr. Niral Krupeshbhai Patel, Mr. Amish Krupeshbhai Patel and Mr. Tanmay Surendrabhai Patel have been admitted as a Designated Partners in LLP with effect from April 1, 2024.

Our Company confirms that the PAN and bank account number(s) of Atlanta UHV Transformers LLP shall 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. However, pursuant to a resolution dated December 31, 2024 adopted by the Board of Directors, Krupeshbhai Narharibhai Patel, Niral Krupeshbhai Patel, Amish Krupeshbhai Patel, Tanmay Surendrabhai Patel, Narharibhai S. Patel Family Trust, Patel Family Trustee Private Limited, Niral Patel Family Trust, Amish Patel Family Trust, Tanmay Patel Family Trust and Atlanta UHV Transformers LLP have been identified as Promoters with effect from December 31, 2024.

Other ventures of our Promoters

Other than as disclosed in "*Promoter Group – Entities forming part of our Promoter Group*" and "*Our Group Company*" on pages 252 and 345, respectively our Promoters are not involved in any other ventures. Further, our Promoters do not have any direct interest in any venture that is involved in the same line of activity or business as conducted by our Company.

Interests of Promoters

Our Promoters are interested in our Company: (i) to the extent that they have promoted our Company; (ii) to the extent of their direct or indirect shareholding in our Company, the shareholding of their relatives and entities in which our Promoters are interested and which hold Equity Shares in our Company; and (iii) the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives or such entities, if any. For further details, see "*Capital Structure – Build-up of Promoters' shareholding in our Company*" on page 93. Additionally, our Promoters may be interested in transactions entered into by our Company or our Subsidiaries with them, their relatives or other entities (i) in which our Promoters hold shares, directly or indirectly or (ii) which are controlled by our Promoters.

Niral Krupeshbhai Patel, Krupeshbhai Narharibhai Patel, Amish Krupeshbhai Patel and Tanmay Surendrabhai Patel are interested in our Company as Executive Directors and may be deemed to be interested in the remuneration, commission and sitting fees payable to them and the reimbursement of expenses incurred by them in the capacity of Executive Directors. For further details, see "*Our Management – Interest of Directors*" on page 230.

There are no conflicts of interest between our Promoters, Promoter Group and any lessors/ owners of immovable properties (who are crucial for operations of the Company)

There are no conflict of interest between our Promoters, Promoter Group and any suppliers of raw materials and third party service providers (who are crucial for operations of the Company).

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a Director or Promoter or otherwise for services rendered by our Promoters, or by such firm or company, in connection with the promotion or formation of our Company.

Interest in property, land, construction of building and supply of machinery

Except as disclosed in "*Our Management – Interest of Directors*" on page 230, our Promoters are not interested in the properties acquired or proposed to be acquired by our Company in the three years preceding the date of filing of the Draft Red Herring Prospectus. Our Promoters are not interested in any transaction in acquisition of land, construction of building or supply of machinery, etc.

Our promoters are not interested in any properties leased by our Company as on the date of this Draft Red Herring Prospectus. For details in relation to the purchase consideration and lease rentals paid by our Company to our Promoter, please see, "*Restated Consolidated Financial Information*" on page 254.

Except as disclosed in "*Summary of the Offer Document – Summary of related party transactions*", "*Restated Consolidated Financial Information*", "*Our Business – Property*" and "*Risk Factors*" on pages 22, 254, 205, and 25, our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

Payment or benefits to Promoters or Promoter Group

Except as disclosed herein and as stated in "*Restated Consolidated Financial Information*" on page 254, there has been no payment or benefits by our Company to our Promoters or any of the members of our Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or any members of our Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

None of our Promoters have dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of our Promoter Group

The natural persons who are part of our Promoter Group are as follows:

Name of our Promoter	Name of member of our Promoter Group	Relationship with our Individual Promoter
Krupeshbhai Narharibhai Patel	Smitaben Krupeshbhai Patel	Spouse
	Narharibhai Somabhai Patel	Father
	Lalitaben Narharibhai Patel	Mother
	Sudhaben Navinbhai Patel	Sister
	Amish Krupeshbhai Patel	Son
	Niral Krupeshbhai Patel	Son
	Paulomi V. Shah	Spouse's sister
	Tushar Nalinbhai Patel	Spouse's brother
Niral Krupeshbhai Patel	Pooja Niral Patel	Spouse
	Krupeshbhai Narharibhai Patel	Father
	Smitaben Krupeshbhai Patel	Mother
	Amish Krupeshbhai Patel	Brother
	Reya Niral Patel	Daughter
	Maahi Niral Patel	Daughter
	Niruben Ashwinbhai Patel	Spouse's mother
	Vikas Ashwinbhai Patel	Spouse's brother
Amish Krupeshbhai Patel	Ripa Amish Patel	Spouse
	Krupeshbhai Narharibhai Patel	Father
	Smitaben Krupeshbhai Patel	Mother
	Niral Krupeshbhai Patel	Brother
	Rivaan Amish Patel	Son
	Viana Amish Patel	Daughter
	Shailesbhai Ratilal Patel	Spouse's father
	Sushma Shailesh Patel	Spouse's mother
	Dimpleben Shaileshbhai Patel	Spouse's sister
	Rima Bhavin Patel	Spouse's sister
	Sarthak Shailesh Patel	Spouse's brother
Tanmay Surendrabhai Patel	Chaitali Tanmay Patel	Spouse
	Varshaben Surendrabhai Patel	Mother
	Ekta Milindbhai Patel	Sister
	Himali Surendrabhai Patel	Sister
	Kayaan Patel	Son
	Kavya Patel	Daughter
	Vandana Upendra Patel	Spouse's mother
	Raship Upendrabhai Patel	Spouse's brother

Entities forming part of our Promoter Group

The companies, bodies corporate, HUFs, trusts and firms forming part of our Promoter Group are as follows:

1. Neptune Global;
2. M/s Kisan Investments;
3. Neomi Women's Hospital;
4. Patel Raship Upendrabhai HUF;
5. Upendrabhai Thakorbhai Patel HUF;
6. Neptune Associates;
7. Neptune Investments;
8. Shaileshbhai Ratilal Patel HUF;
9. Amod Stampings Private Limited;
10. Patel Family Trustee Private Limited;
11. Auro Stampings Private Limited;
12. Atlanta UHV Transformers LLP;
13. Narharibhai S. Patel Family Trust;
14. Niral Patel Family Trust;
15. Amish Patel Family Trust;
16. Tanmay Patel Family Trust; and
17. Neptune Realty Private Limited.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders of our Company, at their discretion, subject to the provisions of our Articles of Association and the applicable law, including the Companies Act read with the rules notified thereunder, each as amended, together with the applicable rules issued thereunder. The dividend policy of our Company was adopted and approved by our Board in their meeting held on January 25, 2025.

The dividend, if any, will depend on a number of internal and external factors, including but not limited to profits earned or distributable surplus during the Fiscal, the earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position of our Company, accumulated reserves including retained earnings, cash flows, debt repayment schedules, if any, and external factors including, but not limited to the macro-economic environment, regulatory changes and technological changes.

For details in relation to risks involved in this regard, please refer to "*Risk Factor - Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.*" on page 44 of this Draft Red Herring Prospectus. Our Board shall recommend or declare dividend as per the provisions of the Companies Act, 2013 and any other applicable laws. Interim dividend shall be paid on declaration of the same by our Board and the final dividend will be paid on the approval of shareholders at a general meeting. Our Company has adopted a formal policy on dividend declaration pursuant to resolution of board of directors dated January 25, 2025. In accordance with our dividend policy, our Board shall recommend and declare dividend as per the provisions of Companies Act, 2013. Interim dividend shall be paid on declaration of the same by our Board and the final dividend will be paid on the approval of shareholders at a general meeting.

Any future determination as to the declaration of and payment of dividend will be based on the recommendation of our Board, and will depend on a number of factors, such as (i) the inadequacy of profits or our Company has incurred losses; (ii) our Company undertakes or proposes to undertake any significant business, expansion, investment or acquisitions; (iii) significant working capital requirement affecting free cash flow; (iv) our Company proposes to utilise surplus cash for buy-back of securities or setting off of the previous year losses or losses of its Subsidiaries; or (v) the declaration of dividend is prohibited by any regulatory body. In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

Our Company has not declared and paid any dividend on the Equity Shares in the three Fiscals, the six-month period ended September 30, 2024, and the period from October 1, 2024, until the date of this Draft Red Herring Prospectus.

SECTION VI: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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To,

The Board of Directors,
Atlanta Electricals Limited
(Formerly known as Atlanta Electricals Private Limited)
Plot No 1503/4, GIDC Estate,
Vithal Udyognagar, Anand,
Gujarat, India, 388121.

Independent Auditor's Examination Report on Restated Consolidated Financial Information

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Atlanta Electricals Limited (formerly known as Atlanta Electricals Private Limited) (the "**Company**") and its subsidiary (the Company and its subsidiary together referred to as the "**Group**"), its associate (associate till March 31,2024), comprising the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the six month period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Summary Statement of Material Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on January 31, 2025, for the purpose of inclusion in the draft red herring prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offering of equity shares ("Offer") prepared in terms of the requirements of:

   i. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

   iii. 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 Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited in connection with the proposed Offer. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note [2 (A)] to the Restated Consolidated Financial Information. The responsibility of respective Board of Directors of the companies included in the Group and of its associate includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group and its associate complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration:

   i. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated January 31, 2025, in connection with the proposed Offer of equity shares of the Company;

   ii. The Guidance Note which also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   iii. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   iv. The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Offer.

4. These Restated Consolidated Financial Information have been compiled by the management from:

i. Audited special purpose interim consolidated Ind AS financial statements of the Group as at and for the six month period ended September 30, 2024 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the “Special Purpose Interim Consolidated Ind AS Financial Statements”) which have been approved by the Board of Directors at their meeting held on January 31, 2025.

ii. Audited consolidated Ind AS financial statements of the Group and its associate as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 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. The said financial statements have been prepared by making Ind AS adjustments to the audited consolidated financial statements of the Company as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the accounting standards notified under the section 133 of the Act (“Indian GAAP”) which was approved by the board of directors of the Company at their meeting held on September 03,2024, September 29,2023 and September 05,2022 respectively.

5. For the purpose of our examination, we have relied on Auditors’ reports issued by us dated January 31, 2025 on the consolidated financial statements of the Group as at and for the six-month period ended September 30, 2024 and reports issued dated September 03, 2024, September 29,2023 and September 05, 2022 respectively on the consolidated financial statements of the Group as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 as referred in Paragraph 4 above.

6. The audit reports on the consolidated financial statements as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 issued by us were unmodified.

7. As indicated in our audit reports referred above:

i. We did not audit the financial statements of associate, the Group’s share of profit/ loss in the associate being included in the consolidated financial statements, for the relevant years is tabulated below, which have been audited by other auditors, Mukund and Rohit, Chartered Accountants, and whose reports have been furnished to us by the Company’s management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

Particulars	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2024
Share of profit/ (loss) in Associate (including OCI Gain	0.75	(3.93)	(3.79)

Our opinion on the consolidated Ind AS financial statements is not modified in respect of these matters.

8. These other auditors of the associate as mentioned above, have examined the restated consolidated financial information and have confirmed that the restated consolidated financial information:

i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2022, and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the period ended March 31, 2024;

ii. have been prepared after incorporating proforma Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 as described in Note [2 (A)] to the Restated Consolidated Financial Information;

iii. do not require any adjustments for modification as there is no modification in the underlying audit report;

iv. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by other auditors for the respective years, we report that the Restated Consolidated Financial Information:

i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2022, March 31, 2023 and March 31, 2024 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the period ended September 30, 2024;

ii. have been prepared after incorporating proforma Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 as described in Note 2 (A) to the Restated Consolidated Financial Information;

iii. do not require any adjustments for modification as there is no modification in the underlying audit report;

iv. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

10. We have complied with the relevant applicable requirements of the Standards on Quality Control (SQC 1), Quality Control for Firms that perform audits and reviews the Historical Financial Information, and other Assurance and Related Services Engagements.

11. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim consolidated Ind AS financial statements and audited consolidated financial statements mentioned in paragraph 4 above.

12. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited in connection with the proposed Offer. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Parikh Shah Chotalia & Associates
Chartered Accountants
FRN: 118493W

CA Sharadkumar G Kothari
(Partner)
Membership No: 168227

Place: Vadodara
Date: January 31, 2025
UDIN: 25168227BMJLAX5013

Atlanta Electricals Limited *(Formerly known as "Atlanta Electricals Private Limited")*

CIN No: U31110GJ1988PLC011648

Restated Consolidated Statement of Assets and Liabilities

Rs. in Million

Particulars	Note No	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
ASSETS					
Non-current assets					
Property, Plant and Equipment	3	631.63	622.66	440.34	440.93
Right-of-Use Assets	4	76.99	26.20	32.46	40.86
Capital work-in-progress	5	453.75	119.09	28.14	1.34
Other Intangible assets	6	0.30	0.00	0.03	0.19
Financial Assets					
Investments	7	10.42	9.41	6.23	5.29
Other financial assets	8	49.44	82.03	155.17	64.42
Other non-current assets	9	178.62	49.81	27.06	17.90
Total Non-current Assets		**1,401.15**	**909.20**	**689.43**	**570.94**
Current assets					
Inventories	10	1,915.08	2,388.54	1,869.23	1,223.52
Financial Assets					
Trade receivables	11	2,614.35	1,797.80	2,601.23	1,995.37
Cash and cash equivalents	12	5.28	2.18	31.29	2.41
Bank balances	13	685.61	304.36	319.89	185.86
Other financial assets	14	53.30	148.35	66.87	107.33
Other current assets	15	50.53	42.08	29.66	60.40
Total Current Assets		**5,324.15**	**4,683.31**	**4,918.17**	**3,574.89**
Total Assets		**6,725.30**	**5,592.51**	**5,607.60**	**4,145.83**
EQUITY AND LIABILITIES					
Equity Share Capital	16	143.17	143.17	143.17	143.17
Other Equity	17	2,690.77	2,141.55	1,505.78	633.80
Total Equity		**2,833.94**	**2,284.72**	**1,648.95**	**776.97**
Non-current liabilities					
Financial Liabilities					
Borrowings	18	14.13	38.69	65.96	98.86
Lease liabilities	19	33.61	1.23	-	9.57
Provisions	20	47.76	43.97	33.22	28.20
Deferred tax liabilities net	21	18.19	13.90	15.33	10.56
Total Non-current liabilities		**113.69**	**97.79**	**114.51**	**147.18**
Current liabilities					
Financial Liabilities					
Borrowings	22	867.22	447.27	664.96	660.04
Lease liabilities	23	19.75	1.01	9.57	9.04
Trade Payables	24				
total outstanding dues of micro enterprises and small enterprises		274.37	349.40	966.08	1,021.41
total outstanding dues of others		2,088.01	2,033.83	1,827.57	1,325.73
Other financial liabilities	25	131.37	35.16	24.02	28.14
Other current liabilities	26	246.26	235.19	254.55	132.56
Provisions	27	6.51	5.79	4.37	2.25
Current Tax Liabilities (Net)	28	144.18	102.35	93.03	42.52
Total Current liabilities		**3,777.67**	**3,210.00**	**3,844.15**	**3,221.68**
Total liabilities		**3,891.36**	**3,307.79**	**3,958.66**	**3,368.87**
Total Equity and Liabilities		**6,725.31**	**5,592.51**	**5,607.60**	**4,145.83**

The accompanying material accounting policies and notes form an integral part of the Restated Consolidated Financial Information 1 - 57

For & on Behalf of
Parikh Shah Chotalia & Associates
Chartered Accountants
FRN: 118493W

For and on behalf of Board of Directors,
Atlanta Electricals Limited
(Formerly known as "Atlanta Electricals Private Limited")

Niral K. Patel
Director
DIN: 00213356

Amish K. Patel
Director
DIN: 2234678

Sharadkumar G. Kothari
Partner
Membership No: 168227
Place: Vithal Udyognagar
Date: 31st January 2025

Tejal S. Panchal
Company secretary
Membership No: A53355
Place: Vithal Udyognagar
Date: 31st January 2025

Mehul S. Mehta
Chief Financial Officer

Atlanta Electricals Limited *(Formerly known as "Atlanta Electricals Private Limited")*
CIN No: U31110GJ1988PLC011648
Restated Consolidated Statement of Profit and Loss

Rs. in Million

Particulars	Note No	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Income					
Revenue From Operations	29	5,701.41	8,675.53	8,738.83	6,256.62
Other Income	30	37.54	44.96	27.73	20.28
Total Income		**5,738.95**	**8,720.49**	**8,766.56**	**6,276.90**
Expenses					
Cost of materials consumed	31	3,586.01	6,755.83	7,063.07	5,108.12
Changes in inventories of finished goods, Stock in Trade and work in	32	672.00	(403.56)	(679.02)	(403.01)
Employee benefits expense	33	117.10	216.04	169.07	125.64
Finance costs	34	126.45	300.32	275.70	215.34
Depreciation and amortization expense	35	30.81	58.60	50.98	48.64
Other expenses	36	492.60	920.61	782.29	552.59
Total Expenses		**5,024.97**	**7,847.83**	**7,662.09**	**5,647.33**
Profit/(loss) before tax		**713.98**	**872.66**	**1,104.47**	**629.57**
Tax expense	37				
Current tax		185.00	235.00	225.00	63.00
Deferred tax		4.30	(1.44)	4.77	13.30
Short/Excess provision of tax		7.40	5.47	(0.71)	0.73
Total Tax expense		196.70	239.03	229.06	77.03
Profit/(loss) after tax for the period		**517.28**	**633.62**	**875.41**	**552.54**
Share of Profit / (Loss) of Associate		-	1.58	(0.69)	0.48
Profit after tax after share of profit/(Loss) of Associate		**517.28**	**635.21**	**874.73**	**553.03**
Other Comprehensive Income					
OCI that will not be reclassified to P&L	38				
(i) Remeasurements of the defined benefit plans		(0.22)	(1.78)	(0.45)	0.24
(ii) Equity Instruments through Other Comprehensive Income		1.01	3.18	0.94	1.48
OCI that will be reclassified to P&L					
Share in OCI Gain/Loss of Associate		-	(0.83)	(3.24)	(4.27)
Total Other Comprehensive Income		**0.79**	**0.57**	**(2.75)**	**(2.55)**
Total Comprehensive Income for the period		**518.07**	**635.78**	**871.98**	**550.48**
Earnings per equity share					
Basic	39	7.23	8.87	12.22	7.73
Diluted		7.23	8.87	12.22	7.73

The accompanying material accounting policies and notes form an integral part of the Restated Consolidated Financial Information 1 - 57

For & on Behalf of
Parikh Shah Chotalia & Associates
Chartered Accountants
FRN: 118493W

For and on behalf of Board of Directors,
Atlanta Electricals Limited
(Formerly known as "Atlanta Electricals Private Limited")

Niral K. Patel
Director
DIN: 00213356

Amish K. Patel
Director
DIN: 2234678

Sharadkumar G. Kothari
Partner
Membership No: 168227
Place: Vithal Udyognagar
Date: 31st January 2025

Tejal S. Panchal
Company secretary
Membership No: A53355
Place: Vithal Udyognagar
Date: 31st January 2025

Mehul S. Mehta
Chief Financial Officer

Atlanta Electricals Limited *(Formerly known as "Atlanta Electricals Private Limited")*
CIN No: U31110GJ1988PLC011648
Statement of change in Equity

A. Equity Share Capital
(refer Note no 16 for details) Rs. in Million

Particulars	Balance at the Beginning of the current Reporting Period	Changes in Equity Share Capital due to Prior Period Errors	Restated Balance as at Beginning of the current Reporting Period	Changes in Equity Share Capital during the year	Balance at the end of the current Reporting Period
As at 30th September 2024	**143.17**	-	143.17	-	**143.17**
As at 31st March 2024	**143.17**	-	143.17	-	**143.17**
As at 31st March 2023	**143.17**	-	143.17	-	**143.17**
As at 31st March 2022	**143.17**	-	143.17	-	**143.17**

B. Other Equity

Rs. in Million

Particulars	Securities premium	General Reserve	Retained Earnings	Equity instruments through other comprehensive income	Other items of OCI	Total
Balance as at 1 April 2021	**187.96**	**10.92**	**467.98**	**1.04**	**0.63**	**668.53**
Adjustment to retained earnings on transitioning to Ind AS	-	-	(585.20)	-	-	(585.20)
Restated balance as at 1 April 2021	187.96	10.92	(117.22)	1.04	0.63	83.33
Net profit/(loss) during the year	-	-	553.03	-	-	553.03
Add: Fair Value change of Equity Instruments through other comprehensive income	-	-	-	(2.80)	-	(2.80)
Remeasurement Gain/(Loss) of defined Benefit Plan(net of tax)	-	-	-	-	0.24	0.24
Total Comprehensive Income/(Expense)	**187.96**	**10.92**	**435.81**	**(1.76)**	**0.88**	**633.79**
Balance as at 31 March 2022	**187.96**	**10.92**	**435.81**	**(1.76)**	**0.88**	**633.79**
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-	-
Restated balance as at 1 April 2022	187.96	10.92	435.81	(1.76)	0.88	633.80
Net profit/(loss) during the year	-	-	874.72	-	-	874.72
Add: Fair Value change of Equity Instruments through other comprehensive income	-	-	-	(2.28)	-	(2.28)
Remeasurement Gain/(Loss) of defined Benefit Plan(net of tax)	-	-	-	-	(0.45)	(0.45)
Total Comprehensive Income/(Expense)	**187.96**	**10.92**	**1,310.52**	**(4.05)**	**0.42**	**1,505.78**
Balance as at 31 March 2023	**187.96**	**10.92**	**1,310.52**	**(4.05)**	**0.42**	**1,505.78**

Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-	-
Restated balance as at 1 April 2023	187.96	10.92	1,310.52	(4.05)	0.42	1,505.78
Net profit/(loss) during the year	-	-	635.19	-	-	635.19
Add: Fair Value change of Equity Instruments through other comprehensive income	-	-	-	2.35	-	2.35
Remeasurement Gain/(Loss) of defined Benefit Plan(net of tax)	-	-	-	-	(1.78)	-1.78
Total Comprehensive Income/(Expense)	**187.96**	**10.92**	**1,945.72**	**(1.70)**	**(1.36)**	**2,141.54**
Balance as at 31 March 2024	**187.96**	**10.92**	**1,945.72**	**(1.70)**	**(1.36)**	**2,141.54**
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-	-
Restated balance as at 1 April 2024	-	-	-	-	-	2,141.54
Add: Profit/(Loss) during the year	-	-	517.28	-	-	517.28
Add: Fair Value change of Equity Instruments through other comprehensive income			-	1.01	-	1.01
Remeasurement Gain/(Loss) of defined Benefit Plan(net of tax)	-	-	-	-	(0.22)	(0.22)
Total Comprehensive Income/(Expense)	**187.96**	**10.92**	**2,463.00**	**(0.69)**	**(1.58)**	**2,659.61**
Adjustment due to retirement from associate LLP #	-	-	31.16	-	-	31.16
Balance as at 30 September 2024	**187.96**	**10.92**	**2,494.16**	**(0.69)**	**(1.58)**	**2,690.77**

 # Vide retirement deed dated 1st April 2024 Atlanta Electricals Limited has sold off its stake in Associate LLP i.e Atlanta UHV Transformers LLP

For & on Behalf of
Parikh Shah Chotalia & Associates
Chartered Accountants
FRN: 118493W

For and on behalf of Board of Directors,
Atlanta Electricals Limited
(Formerly known as "Atlanta Electricals Private Limited")

Niral K. Patel
Director
DIN: 00213356

Amish K. Patel
Director
DIN: 2234678

Sharadkumar G. Kothari
Partner
Membership No: 168227
Place: Vithal Udyognagar
Date: 31st January 2025

Tejal S. Panchal
Company secretary
Membership No: A53355
Place: Vithal Udyognagar
Date: 31st January 2025

Mehul S. Mehta
Chief Financial Officer

Atlanta Electricals Limited *(Formerly known as "Atlanta Electricals Private Limited")*

CIN No: U31110GJ1988PLC011648

Restated Consolidated Cash Flow Statement

Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit for the year	**517.28**	**633.62**	**875.40**	**552.53**
Adjustments for:				
Depreciation and amortisation	30.81	58.60	50.98	48.64
(Gain)/Loss on disposal of property, plant and equipment	-	(0.47)	(0.15)	(0.01)
Provision for Income tax	196.70	239.04	229.06	77.03
Proision for Warranty		-	-	7.71
Bad debts, provision for trade receivables and advances, net	3.33	17.25	4.45	2.51
Finance Cost	126.45	300.32	275.70	215.34
Interest Income	(19.78)	(34.79)	(25.22)	(17.54)
Dividend Income	(0.12)	(0.08)	(0.05)	(0.00)
Unrealised (gain) / loss on Comprehensive Income	0.79	1.41	0.49	1.72
Operating profit before working capital changes	**855.46**	**1,214.91**	**1,410.67**	**887.94**
Adjustment for (increase) / decrease in operating assets				
Trade receivables	(819.88)	786.18	(610.32)	(1,072.73)
Other financial assets	127.65	73.36	(50.28)	(50.75)
Inventories	473.46	(519.30)	(645.73)	(128.71)
Other assets	(137.26)	(35.17)	21.58	(5.11)
Adjustment for Increase / (decrease) in operating liabilities				
Trade payables	(20.84)	(410.42)	446.51	385.47
Employee benefit obligation	-	-	-	-
Other financial liabilities	96.21	11.13	(4.12)	(0.92)
Other Liabilities	39.64	(18.61)	118.06	18.81
Provisions	4.51	12.18	7.14	0.74
Cash generated from operations	**618.94**	**1,114.27**	**693.52**	**34.73**
Income tax paid (net)	(150.58)	(231.16)	(173.77)	(27.28)
Net cash generated by operating activities	**468.36**	**883.11**	**519.75**	**7.45**
CASH FLOWS FROM INVESTING ACTIVITIES				
Bank deposits placed	(381.25)	(66.18)	(134.03)	27.68
Purchase of property, plant and equipment	(369.02)	(322.04)	(68.46)	(23.63)
Purchase of intangible assets	(0.32)			
Purchase of other Investment	1.59	(3.18)	(0.94)	(1.48)
Dividend received	0.12	0.08	0.05	0.00
Interest received	19.78	34.79	25.22	17.54
Net cash (used in) / generated by investing activities	**(729.09)**	**(356.53)**	**(178.16)**	**20.11**
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of lease liabilities	(5.10)	(10.41)	(9.04)	(7.67)
Proceeds from short term borrowings	419.95	(217.69)	4.93	249.22
Proceeds from long term borrowings	(24.56)	(27.27)	(32.90)	(54.05)
Finance cost	(126.46)	(300.31)	(275.70)	(215.34)
Net cash used in financing activities	**263.83**	**(555.69)**	**(312.73)**	**(27.84)**
Net increase / (decrease) in cash and cash equivalents	3.10	(29.11)	28.87	(0.28)
Cash and cash equivalents at the beginning of the year	2.18	31.28	2.42	2.70
Exchange gain loss on Cash and cash equivalents	-	-	-	-
Cash and cash equivalents at the end of the year	**5.28**	**2.18**	**31.28**	**2.42**

Note:

a)'The Cash Flow Statement has been prepared in accordance with 'indirect method' as set out in Ind AS - 7 - 'Statement of Cash Flows', as notified under section 133 of Companies Act, 2013 read with relevant rules issued thereunder.

The accompanying material accounting policies and notes form an integral part of the Restated Consolidated Financial Information 1 - 55

Rs. in Million

Particulars	For period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Reconciliation of Cash and Cash Equivalents with Balance Sheet:				
Cash and cash equivalents includes				
Cash on hand	0.94	1.08	0.94	1.20
Balances with Banks	4.34	1.10	30.35	1.22

Movement in Financial Liabilities arising from Financing Activities:

Rs. in Million

Particulars	Long term Borrowings	Short term Borrowings	Lease liability	Interest
Balance as at 1 April, 2024	**38.69**	**447.27**	**2.24**	**-**
Payment of Lease liabilities	-	-	51.12	
Increase/(Decrease) in Short term Borrowings	-	419.95	-	
Increase/(Decrease) in Long term Borrowings	(24.56)	-	-	
Interest/Expenses Paid	-	-	-	126.45
Dividend Paid	-	-	-	
Balance as at 30 Sep,2024	**14.13**	**867.22**	**53.36**	**126.45**

Rs. in Million

Particulars	Long term	Short term	Lease liability	Interest
Balance as at 1 April, 2023	**65.96**	**664.96**	**9.57**	**-**
Payment of Lease liabilities	-	-	(7.33)	-
Increase/(Decrease) in Short term Borrowings	-	(217.69)	-	-
Increase/(Decrease) in Long term Borrowings	(27.28)	-	-	-
Interest/Expenses Paid	-	-	-	300.32
Dividend Paid	-	-	-	-
Balance as at 31 March, 2024	**38.68**	**447.27**	**2.24**	**300.32**

Rs. in Million

Particulars	Long term	Short term	Lease liability	Interest
Balance as at 1 April, 2022	**98.86**	**660.04**	**18.60**	**-**
Payment of Lease liabilities	-	-	(9.04)	-
Increase/(Decrease) in Short term Borrowings	-	4.93	-	-
Increase/(Decrease) in Long term Borrowings	(32.90)	-	-	-
Interest/Expenses Paid	-	-	-	275.70
Dividend Paid	-	-	-	-
Balance as at 31 March, 2023	**65.96**	**664.96**	**9.57**	**275.70**

Rs. in Million

Particulars	Long term	Short term	Lease liability	Interest
Balance as at 1 April, 2021	**152.92**	**410.81**	**26.28**	**-**
Payment of Lease liabilities	-	-	(7.67)	-
Increase/(Decrease) in Short term Borrowings	-	249.22	-	-
Increase/(Decrease) in Long term Borrowings	(54.05)	-	-	-
Interest/Expenses Paid	-	-	-	215.34
Dividend Paid	-	-	-	-
Balance as at 31 March, 2022	**98.86**	**660.04**	**18.60**	**215.34**

For & on Behalf of
Parikh Shah Chotalia & Associates
Chartered Accountants
FRN: 118493W

For and on behalf of Board of Directors,
Atlanta Electricals Limited
(Formerly known as "Atlanta Electricals Private Limited")

Niral K. Patel
Director
DIN: 00213356

Amish K. Patel
Director
DIN: 2234678

Sharadkumar G. Kothari
Partner
Membership No: 168227
Place: Vithal Udyognagar
Date: 31st January 2025

Tejal S. Panchal
Company secretary
Membership No: A53355
Place: Vithal Udyognagar
Date: 31st January 2025

Mehul S. Mehta
Chief Financial Officer

1 COMPANY INFORMATION

Atlanta Electricals Limited (the 'Company') is a limited company (Formerly known as "Atlanta Electricals Private Limited") with registered office situated Plot No. 1503/4, GIDC Estate, Vithal Udyognagar, Anand – 388 121, Gujarat, India. The Company is engaged in manufacturing of power and special duty transformers.

The Restated Consolidated Financial Information is prepared for the Company and its subsidiaries together referred to as the "Group" and its associate (as on date there is no Associate)

Information on the Group's structure is provided in Note 2 (A). Information on other related party relationships of the Group is provided in Note 47.

1.1 Details of subsidiaries:

Atlanta Transformers Private Limited incorporated under the provision of Company Act 2013. The company does not carry any business as on 30th September 2024.

The Restated consolidated financial information for the period ended in 30th September 2024 and for years ended March 31, 2024, March 31, 2023 and March 31, 2022 were approved for issue in accordance with a resolution of the directors on ....

2 MATERIAL ACCOUNTING POLICIES

A Basis of Preparation

The Restated Consolidated Financial Statement relates to the Company and has been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Group (referred to as the "Offer"). The Restated Consolidated Financial Statement comprise of the Restated Consolidated Balance Sheet as at 30th September, 2024, March 31st, 2024, March 31st, 2023 and March 31st, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Cash Flow Statement, the Restated Consolidated Statement of Changes in Equity and Statement of Material Accounting Policies and other explanatory information for the Period ended 30th September, 2024 and Years ended March 31st, 2024, March 31st, 2023 and March 31st, 2022 (hereinafter collectively referred to as "Restated Consolidated Financial Statement").

The Restated Consolidated Financial Statement has been prepared to comply in all material respects with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act") read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations")

The Restated Financial Information has been compiled by the Management from:

Audited special purpose interim consolidated Ind AS financial statements of the Group as at and for the six month period ended September 30, 2024 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Consolidated Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on ....

The Special purpose Ind AS financial statements as at and for the year ended March 31, 2024, March 31, 2023, and March 31, 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2021) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at and for the six month period ended September 30, 2024.

The Restated Consolidated Financial Information:
(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial years ended March 31, 2022, 2023 and 2024 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the period ended September 30, 2024.

(b) do not require any adjustment for modification as there is no modification in the underlying audit reports.

All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III of the Act and Ind AS 1, Presentation of Financial Statements.

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 consolidated financial statements and consolidated special purpose financial information.

Basis of Consolidation

The Restated Consolidated financial information comprises the financial statement of the Group, and the entities controlled by the Group including its subsidiaries and associates as at September 30,2024, March 31, 2024, March 31, 2023 and March 31,2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

• Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
• Exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affects its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

• The contractual arrangement with the other vote holders of the investee. Rights arising from other contractual arrangements.
• Rights arising from other contractual arrangements.
• The Group's voting rights and potential voting rights.
• The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated Consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Restated Consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the restated consolidated financial information to ensure conformity with the Group's accounting policies.

The restated consolidated financial information of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e. year ended on March 31, 2024, March 31, 2023 and March 31, 2022.

Consolidation procedure:
Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary

Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full).

Restated Consolidated Financial information of Profit and loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial information of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

Name of Entity	Relationship	Country of Incorporation	% of holding as on 31st March 2024	% of holding as on 31st March 2023	% of holding as on 31st March 2022
Atlanta Transformer Private Limited	Subsidary	India	100%	100%	100%

Associates:

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. The Group's investment in its associate are accounted for using the equity method from the date on which it becomes an associate. On acquisition of the investment, any difference between the cost of the investment and the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted for as follows:

• Goodwill relating to an associate is included in the carrying amount of the investment. Such goodwill is not amortised.
• Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment (if material) is recognised directly in equity as capital reserve in the period in which the investment is acquired. "

The Restated Consolidated Financial Statements are presented in ₹ millions, except when otherwise indicated.

The said consolidated financial statements have been prepared by making Ind AS adjustments to the audited consolidated financial statements of the company as at and for the year ended March 31 ,2024, 2023 and 2022 prepared in accordance with the accounting standards notified under the section 133 of the Act ("Indian GAAP") which was approved by the Board of directors at the meeting held on 3rd September 2024, 29th September 2023 & 5th September 2022 respectively.

These Restated Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules,2015 as amended from time to time.

B Use of estimates

The preparation of restated consolidated financial statements is in conformity with the recognition and measurement principles of Ind AS. It requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenses for the periods presented.
Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.
The Group uses the following critical accounting estimates in preparation of its consolidated financial statements

(i) Useful lives of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(ii) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow/NAV model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(iii) Provision for income tax and deferred tax assets

The Group uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

(iv) Provision for Expected Credit Losses (ECL) of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance). The provision matrix is initially based on the Group's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate.The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Groups's trade receivables and contract assets is disclosed in Notes.

(v) Provisions and contingent liabilities

The Group estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The Group uses significant judgements to assess contingent liabilities. Contingent liabilities are recognised when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in thestandalone financial statements.

C Property, Plant and Equipment

Property, plant and equipment (including furniture, fixtures, vehicles, etc.) held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Freehold land is not depreciated.

Capital work in progress is stated at cost, net of impairment loss, if any. Cost includes items directly attributable to the construction or acquisition of the item of property, plant and equipment, and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as-other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis at the straight line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II to the Act as provided below.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss. The useful lives for various property, plant and equipment are given below:

Type of Assets	Period
Office Building	60 Years
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years
Electrical Installation and Equipments	10 Years

Intangible Asset and Amortisation

Intangible assets are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the Group and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized over the period of five years.

D Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

(i)Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets.

Right of use assets is evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

(ii)Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

Group measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

(iii)Short term Lease:

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the Group elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis.

Company as a lessor

Leases for which the Group is a lessor is classified as finance or operating lease. Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

E Impairment

At the end of each reporting period, the Group assesses, whether there is any indication that an asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs of disposal and value in use.

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cashgenerating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Groups cash generating unit (CGU).

If the recoverable amount of an asset (or cashgenerating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cashgenerating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cashgenerating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

F Financial instruments

A financial instrument is any contract that gives rise to asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency forward contracts, cross currency interest rate swaps, interest rate swaps and currency options; and embedded derivatives in the host contract.

Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the group commits to purchase or sell the asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Classifications

The Group classifies its financial assets as subsequently measured at either amortised cost or fair value through other comprehensive income (FVOCI) or fair value through Profit and Loss Account (FVTPL) on the basis of either Group's business model for managing the financial assets or Contractual cash flow characteristics of the financial assets.

Business model assessment

The Group makes an assessment of the objective of a business model in which an asset is held at an instrument level because this best reflects the way the business is managed and information is provided to management.

Debt instruments at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

- It is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- The contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Debt instrument at fair value through Other Comprehensive Income (FVOCI)

Debt instruments with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model

whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Debt instrument at fair value through profit and loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the group may elect to classify a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value and all changes in fair value are recorded in FVTPL. On initial recognition an equity investment that is not held for trading, the group may irrevocably elect to present subsequent changes in fair value in OCI and fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the group may transfer the cumulative gain or loss within equity. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognize the transferred asset to the extent of the group's continuing involvement. In that case, the group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and at FVOCI.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity revert to recognizing impairment loss allowance based on 12 month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 - month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

With regard to trade receivable, the Group applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains

and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to

Derecognition of financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Reclassification of financial assets

The group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The group's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the group either begins or ceases to perform an activity that is significant to its operations. If the group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

G Investments

Investment in Subsidiaries, associates

The investment in subsidiary and associates are carried at cost as per IND AS 27. The Group regardless of the nature of its involvement with an entity (the investee), determines whether it is a parent by assessing whether it controls the investee. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.Investments are accounted in accordance with IND AS 105 when they are classified as held for sale. On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss. Such non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell . Any expected loss is recognised immediately in the statement of profit and loss.

H Employee benefits

Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Accumulated compensated absences which are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are treated as short-term benefits. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. The group has following defined contribution plans:

(i) Provident fund

The Group makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The contribution is recognized as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

Defined benefit plans

The group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs

The Group has following defined benefit plans:

Gratuity

The group provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary The contributions made are recognized as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognized in the Balance Sheet. Remeasurements are recognized in the Other Comprehensive Income, net of tax in the year in which they arise.

The group has following long term employment benefit plans:

Leave Encashment

Leave encashment is payable to eligible employees at the time of retirement. The liability for leave encashment, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

I Employee Benefits

(i) Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

(ii) Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

J Revenue recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled inexchange for those goods or services. The Company collects GST on behalf of the government and, therefore, it is not an economic benefit flowing to the Group. Hence, it is excluded from revenue.

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods and there are no unfulfilled obligations.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the group considers the effects of variable consideration, the existence of significant financing component, non-cash component and consideration payable to the customer like return, allowances, trade discounts and volume rebates.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

Revenue from service related activities is recognized as and when services are rendered and on the basis of contractual terms with the parties.

K Warranty obligations

The Group generally provides for warranties for general repair of defects that existed at the time of sale. These warranties are assurance-type warranties under Ind AS 115, which are accounted for under Ind AS 37

L Other Income

(i) **Interest Income**

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows instrument.

(ii) **Dividend income**

Dividend income is recognised when the right to receive payment is established, which is generally when shareholders approve the dividend.

M Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and laws that have beenenacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

(i) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

(ii) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

(i) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

(ii) In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.
Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

N Foreign currency transactions

Transactions in foreign currencies are translated into the Group's functional currency at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

The gain or loss arising on translation of nonmonetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

O Inventories

Inventories are measured at the lower of Cost and Net Realizable Value. The cost of inventories is based on the first in first-out formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work in progress, costs include an appropriate share of fixed production overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling

expenses. The Net realisable value of work in progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in

cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value. The comparison of cost and net realizable value is made on an item-by-item basis

P Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a

Q Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of

three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institutions, other short - term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

R Earnings per share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

S Standards issued but not yet effective

As on the date of release of these restated financial information, ministry of corporate affairs has not issued any new standards/amendements to existing standards which are effective from 1st April 2024.

For & on Behalf of **Parikh Shah Chotalia & Associates** **Chartered Accountants** **FRN: 118493W**	**For and on behalf of Board of Directors,** **Atlanta Electricals Limited** *(Formerly known as "Atlanta Electricals Private Limited")*

	Niral K. Patel **Director 00213356**	**Amish K. Patel** **Director 02234678**
Sharadkumar G. Kothari **Partner 168227** **Place: Vithal Udyognagar** **Date: 31st January 2025**	**Tejal S. Panchal** **Company secretary A53355** **Place: Vithal Udyognagar** **Date: 31st January 2025**	**Mehul S. Mehta** **Chief Financial Officer**

Notes forming part of the Restated Consolidated Financial Statements

3 Property, Plant and Equipment

Rs. in Million

Particulars	Free hold Land	Building	Plant & Machinery	Furniture & Fixture	Vehicles	Office and Factory Equipment	Computers	Electrical , Gas Installation and Testing Equipments	Total
As at 31st March 2021	-	**262.77**	**184.45**	**11.39**	**40.62**	**26.66**	**5.19**	**68.47**	**599.55**
Additions	-	10.99	11.37	1.02	5.29	3.64	0.81	2.77	35.88
Disposals	-	-	0.52	-	0.20	0.06	0.03	-	0.82
As at 31st March 2022	-	**273.76**	**195.29**	**12.41**	**45.71**	**30.23**	**5.97**	**71.24**	**634.62**
Additions	-	-	22.52	0.16	9.39	5.74	2.16	4.28	44.25
Disposals	-	0.19	5.33	6.50	5.33	1.62	0.71	2.55	22.23
As at 31st March 2023	**-**	**273.57**	**212.48**	**6.07**	**49.76**	**34.35**	**7.42**	**72.97**	**656.63**
Additions	116.04	17.01	34.38	0.95	33.57	12.94	2.07	15.55	232.50
Disposals	-	-	-	-	2.99	0.21	-	-	3.20
As at 31st March 2024	**116.04**	**290.58**	**246.86**	**7.02**	**80.34**	**47.08**	**9.49**	**88.52**	**885.93**
Additions	21.03	0.27	2.09	0.21	-	5.50	1.06	4.23	34.39
Disposals	-	-	-	-	-	-	0.17	-	0.17
As at 30th Sep 2024	**137.07**	**290.85**	**248.95**	**7.23**	**80.34**	**52.58**	**10.38**	**92.75**	**920.15**
Depreciation									
Upto 31st March 2021		**38.94**	**53.52**	**6.91**	**16.34**	**8.91**	**3.62**	**26.02**	**154.27**
Additions		9.05	12.76	0.55	5.31	5.37	0.84	5.89	39.77
Disposals		-	0.11	-	0.20	0.03	0.01	-	0.35
Upto 31st March 2022	**-**	**47.99**	**66.17**	**7.46**	**21.45**	**14.25**	**4.45**	**31.91**	**193.68**
Additions		9.09	13.31	0.58	6.03	5.91	1.30	6.20	42.42
Disposals		0.07	4.73	6.50	3.78	1.56	0.66	2.51	19.81
Upto 31st March 2023	-	**57.01**	**74.75**	**1.54**	**23.70**	**18.60**	**5.10**	**35.60**	**216.29**
Additions	-	8.72	14.92	0.64	8.08	8.01	1.54	7.32	49.23
Disposals	-	-	-	-	2.15	0.11	-	-	2.26
Upto 31st March 2024	**-**	**65.73**	**89.66**	**2.19**	**29.63**	**26.50**	**6.64**	**42.92**	**263.26**
Additions	-	4.47	7.09	0.35	4.84	3.77	0.87	4.01	25.40
Disposals	-	-	-	-	-	-	0.15	-	0.15
Upto 30th September 2024	**-**	**70.21**	**96.75**	**2.54**	**34.47**	**30.27**	**7.36**	**46.92**	**288.51**
Net Carrying Value									
As at 31st March 2022	**-**	**225.77**	**129.13**	**4.95**	**24.26**	**15.98**	**1.52**	**39.33**	**440.93**
As at 31st March 2023	**-**	**216.56**	**137.74**	**4.53**	**26.07**	**15.75**	**2.32**	**37.37**	**440.34**
As at 31st March 2024	**116.04**	**224.85**	**157.20**	**4.83**	**50.71**	**20.58**	**2.85**	**45.60**	**622.66**
As at 30th Sep 2024	**137.07**	**220.64**	**152.20**	**4.69**	**45.87**	**22.31**	**3.02**	**45.82**	**631.63**

4 Right of Use Assets Rs. in Million

Particulars	Rent	Prepaid Deposit	Leasehold Land	Total
Cost as at 1 April 2021	**39.28**	**0.70**	**30.51**	**70.48**
Addition	-	-	-	-
Disposals	-	-	-	-
Cost as at 31 March 2022	**39.28**	**0.70**	**30.51**	**70.48**
Addition	-	-	-	-
Disposals	-	-	-	-
Cost as at 31 March 2023	**39.28**	**0.70**	**30.51**	**70.48**
Addition	3.05	0.03	-	3.08
Disposals	-	-	-	-
Cost as at 31 March 2024	**42.33**	**0.73**	**30.51**	**73.57**
Addition	55.19	0.99	-	56.18
Disposals	-	-	-	-
Cost as at 30 September 2024	**97.53**	**1.72**	**30.51**	**129.75**
Accumulated ammortisation as at 1 April 2021	**15.71**	**0.28**	**5.24**	**21.23**
Ammortization charge for the year	7.86	0.14	0.40	8.40
Reversal on Disposal of assets	-	-	-	-
Accumulated ammortisation as at 31 March 2022	**23.57**	**0.42**	**5.64**	**29.62**
Ammortization charge for the year	7.86	0.14	0.40	8.40
Reversal on Disposal of assets	-	-	-	-
Accumulated ammortisation as at 31 March 2023	**31.42**	**0.56**	**6.04**	**38.02**
Ammortization charge for the year	8.80	0.15	0.40	9.34
Reversal on Disposal of assets	-	-	-	-
Accumulated ammortisation as at 31 March 2024	**40.22**	**0.71**	**6.44**	**47.37**
Ammortization charge for the year	5.11	0.09	0.20	5.40
Reversal on Disposal of assets	-	-	-	-
Accumulated ammortisation as at 30 September 2024	**45.33**	**0.79**	**6.64**	**52.76**
Net Carrying Amount as at 31 March 2022	**15.71**	**0.28**	**24.87**	**40.86**
Net Carrying Amount as at 31 March 2023	**7.86**	**0.14**	**24.47**	**32.46**
Net Carrying Amount as at 31 March 2024	**2.11**	**0.02**	**24.07**	**26.20**
Net Carrying Amount as at 30 September 2024	**52.20**	**0.92**	**23.87**	**76.99**

1. Leasehold land represents land obtained on long term lease from various Government authorities.

2. The Group also has certain leases with lease terms of 12 months or less. The Company has applied the short-term lease' recognition exemptions for these leases.

5 Capital work in progress Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Opening Balance	**119.09**	**28.14**	**1.34**	**13.11**
Add: Addition during the year	334.80	233.80	43.22	4.46
Less: Capitalised during the year	0.14	142.84	16.43	16.23
Closing Balance	**453.75**	**119.09**	**28.14**	**1.34**

5.1 Capital Work-in-Progress Ageing Schedule

Rs. in Million

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	
As at 30th September 2024					
Projects in progress	400.70	45.62	4.04	3.39	**453.75**
Projects temporarily suspended	-	-	-	-	**-**
As at 31st March 2024					
Projects in progress	115.06	-	-	-	**115.06**
Projects temporarily suspended	-	4.04	-	-	**4.04**
As at 31st March 2023					
Projects in progress	26.79	0.36	0.98	-	**28.14**
Projects temporarily suspended	-	-	-	-	**-**
As at 31st March 2022					
Projects in progress	-	-	-	-	**-**
Projects temporarily suspended	-	1.34	-	-	**1.34**

There is no capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan at the end of current year and previous year.

6 Other Intangible assets

Rs. in Million

Particulars	Software
Cost as at 1 April 2021	**3.98**
Addition	-
Disposals	-
Cost as at 31 March 2022	**3.98**
Addition	-
Disposals	-
Cost as at 31 March 2023	**3.98**
Addition	-
Disposals	-
Cost as at 31 March 2024	**3.98**
Addition	0.32
Disposals	-
Cost as at 30 September 2024	**4.29**
Accumulated ammortisation as at 1 April 2021	**3.31**
Ammortization charge for the year	0.48
Reversal on Disposal of assets	-
Accumulated ammortisation as at 31 Match 2022	**3.78**
Ammortization charge for the year	0.16
Reversal on Disposal of assets	-
Accumulated ammortisation as at 31 Match 2023	**3.95**
Ammortization charge for the year	0.03
Reversal on Disposal of assets	-
Accumulated ammortisation as at 31 Match 2024	**3.97**
Ammortization charge for the year	0.02
Reversal on Disposal of assets	-
Accumulated ammortisation as at 30 September 2024	**3.99**
Net Carrying Amount as at 31 March 2022	**0.19**
Net Carrying Amount as at 31 March 2023	**0.03**
Net Carrying Amount as at 31 March 2024	**0.00**
Net Carrying Amount as at 30 September 2024	**0.30**

7 Investments - non current

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Investment carried at cost	0.01	0.01	0.01	0.01
Investment carried at fair value through OCI	10.41	9.40	6.22	5.28
Total	**10.42**	**9.41**	**6.23**	**5.29**

7.1 Details of Investments

Name of Entity	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Investment in Equity Instruments				
Quoted Investments				
Bank of Baroda	4.11	4.37	2.80	1.85
[2/- each fully paid up] 16,600 shares				
Unquoted Investments				
Charotar Gas Sahkari Mandli Ltd.	0.01	0.01	0.01	0.01
[Rs 500/- each fully paid up] 10 shares				
Investment in Mutual Funds				
Unquoted Investments				
Bank of Baroda Pioneer Mutual Fund	6.30	5.03	3.42	3.43
[Rs 10/- each fully paid up]				

Aggregate details of Investment

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Aggregate value of unquoted investments measured at Cost	0.01	0.01	0.01	0.01
Aggregate value of unquoted equity investments measured at fair value through OCI	2.00	2.00	2.00	2.00
Aggregate value of quoted equity investments measured at fair value through OCI	0.76	0.76	0.76	0.76
Aggregate market value of quoted equity investments measured at fair value through OCI	4.11	4.37	2.80	1.85
Aggregate market value of unquoted equity investments measured at fair value through OCI	6.30	5.03	3.42	3.43

Details of of Investment in Partnership Firm

Name of Partner with % share in profits of such firm

Rs. in Million

Name of Partners	Name of Partnership Firm	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Neptune Realty Pvt Ltd.	Atlanta UHV Transformers LLP	-	44%	44%	44%
Atlanta Electricals Pvt Ltd.	Atlanta UHV Transformers LLP	-	26%	26%	26%
Auro Stampings Pvt Ltd.	Atlanta UHV Transformers LLP	-	20%	20%	20%
Amod Stampings Pvt Ltd.	Atlanta UHV Transformers LLP	-	10%	10%	10%

c. Additional details relating to Investments made in LLP are as under:

Disclosure with respect to Equity accounted associate- Atlanta UHV Transformers LLP

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(i) Cost of investment	-	2.60	2.60	2.60
(ii)Share of post acquisation loss	-	(31.17)	(31.92)	(28.00)
Total Liability*	**-**	**(28.57)**	**(29.32)**	**(25.40)**

The investment in equity share of Charotar Gas Sahkari Mandli Ltd. is valued at amortized cost reason being the share does not have any active market and do not entitle the holder to particiapte in the surplus or the underlying asset of the mandli

8 Other financial assets - non current

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Security deposits	7.97	7.55	6.33	6.20
Earmarked balances with bank			-	-
Held as Margin Money for Bank Guarantee and Bank Overdraft	23.21	56.22	130.57	39.96
Earnest Money Deposit	18.26	18.26	18.26	18.26
Total	**49.44**	**82.03**	**155.17**	**64.42**

9 Other non current assets

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Capital advances	162.90	26.85	10.46	3.19
Income Tax Paid under Protest	15.72	22.96	16.61	14.71
Total	**178.62**	**49.81**	**27.06**	**17.90**

10 Inventories

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Raw materials	703.06	504.83	390.00	290.37
Work-in-progress	1,072.32	1,281.39	744.16	777.33
Finished goods	75.70	315.94	353.98	20.55
Goods in Transit FG	60.45	283.14	378.76	132.42
Consumables	3.56	3.24	2.33	2.85
Total	**1,915.08**	**2,388.54**	**1,869.23**	**1,223.52**

- Refer note 22 for information on assets provided as collateral or security for borrowings or finance facilities availed by the Group

11 Trade receivables - current

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good	2,617.68	1,815.05	2,605.68	1,997.88
Allowance for bad and doubtful debts			-	-
Expected Credit Loss	(3.33)	(17.25)	(4.45)	(2.51)
Total	**2,614.35**	**1,797.80**	**2,601.23**	**1,995.37**

Trade Receivables Ageing schedule

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Undisputed Trade receivables -considered good				
Undue	1,323.23	899.48	1,781	1,153.36
Less than 6 months	906.72	527.77	219.88	438.95
6 months- 1 year	146.33	134.72	383.83	42.63
1-2 years	66.35	134.86	124.87	119.57
2-3 years	78.55	21.50	21.51	137.86
More than 3 years	94.10	94.33	72.59	103.11

Undisputed Trade receivables -considered doubtful				
Undue	-	-	-	-
Less than 6 months	-	-	-	-
6 months- 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
Disputed Trade receivables -considered good				
Undue	-	-	-	-
Less than 6 months	-	-	-	-
6 months- 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	2.39	2.39	2.39	2.39
Disputed Trade receivables -considered doubtful				
Undue	-	-	-	-
Less than 6 months	-	-	-	-
6 months- 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
Expected Credit Loss	(3.33)	(17.25)	(4.45)	(2.51)
Total	**2,614.35**	**1,797.80**	**2,601.23**	**1,995.37**

a.Trade receivables for current year include retention amount amounting to Rs 268.50/- Millions for Sep-24, Rs 238.11/-Millions for 2023-24, Rs 285.64/- Millions for 2022-23 & Rs 380.54/- Millions for 2021-22

b.Trade receivables are net of Bill discounted of Rs. 172.92/- Millions for Sep-24, Rs.125.99/- Millions for 2023-24, Rs. 357.15/-Millions for 2022-23, Rs.328.34/- Millions for 2021-22 which are secured by hypothecation of underlying receivables and personal guarantee of the Directors.

c. No amount is due from directors or officers of the Company.

12 Cash and cash equivalents Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balances with Banks				
In Current Account	4.34	1.10	30.35	1.22
Cash on hand	0.94	1.08	0.94	1.20
Total	**5.28**	**2.18**	**31.29**	**2.41**

13 Bank balances other than Cash and cash equivalents Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Bank deposits with original maturity of 3-12 months				
Held as Margin Money for Bank Guarantee and Bank Overdraft	685.61	304.36	319.89	185.86
Total	**685.61**	**304.36**	**319.89**	**185.86**

14 Other financial assets - current Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Security deposits	-	-	0.10	-
Earmarked balances with bank				
Held as Margin Money for Bank Guarantee and Bank Overdraft	20.05	109.37	43.05	92.65
Interest accured on bank deposit	19.17	21.65	13.05	11.62
Other receivables	2.60	-	-	-
Earnest Money Deposit	9.08	15.53	8.43	3.06
Loan to employee	2.37	1.71	2.24	-
Receivable from Kotak Mahindra Prime Ltd for TDS	0.03	0.09	-	-
Total	**53.30**	**148.35**	**66.87**	**107.33**

15 Other current assets Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Advances other than capital advances	26.17	34.70	10.77	6.06
Balances with government authorities	9.54	5.13	8.82	44.11
Prepaid expenses	14.21	2.05	9.83	10.04
Advances to employee for Exp	0.61	0.20	0.25	0.20
Total	**50.53**	**42.08**	**29.66**	**60.40**

16 Equity Share Capital

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Authorised Share Capital				
10,00,00,000 (PY - 10,00,00,000) Equity Shares of Rs. 2 each	200.00	200.00	200.00	200.00
Issued, subscribed & fully paid up				
7,15,84,800 (PY - 7,15,84,800 Equity Shares of Rs. 2 each	143.17	143.17	143.17	143.17
Total	**143.17**	**143.17**	**143.17**	**143.17**

Pursuant to the approval of the members in meeting dated 16th July, 2018 one Equity share having face value of Rs.100/ each has been subdivided into 10 Equity shares of Rs.10/ each.

The Board of Directors of the Company at its meeting held on 23rd December, 2024, recommended the sub-division/split of 1 fully paid-up equity share having a face value of Rs. 10 each into 5 fully paid-up equity shares having a face value of Re. 2 each by alteration of capital clause of the Memorandum of Association (MOA) subject to the approval of Members of the Company. The Members of the company approved the sub-division of 1 fully paid up equity share of Rs. 10 each into 5 fully paid up equity shares of Rs. 2 each in Extra Ordinary General Meeting (EOGM) held on 26th December, 2024, and the voting results were declared on26th December,2024.

Further, the Board of Directors on 26th December,2024 approved the Record Date for Split/sub-division of equity shares as 26th December,2024

Consequent to this, the authorised share capital comprises 10,00,00,000 equity shares of face value of Rs. 2 each aggregating to Rs. 200 million. Earnings per

share, dividend per share and number of shares/RSUs/options have been retrospectively restated to give effect of share split from the earliest period presented.

Reconciliation of Share Capital

Particulars	As at 30 Sep 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Equity Share at the Beginning of	7,15,84,800	143.17	7,15,84,800	143.17	7,15,84,800	143.17	7,15,84,800	143.17
Issued during the year	-	-	-	-	-	-	-	-
Adjustment	-	-	-	-	-	-	-	-
Closing balance	**7,15,84,800**	**143.17**	**7,15,84,800**	**143.17**	**7,15,84,800**	**143.17**	**7,15,84,800**	**143.17**

Rights, preferences and restrictions attached to shares

Equity Shares: The Group has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Equity Share holder holding more than 5% equity shares

Name of Share Holder	As at 30 Sep 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	No of Shares	% of Shareholding	No of Shares	% of Shareholding	No of Shares	% of Shareholding	No of Shares	% of Shareholding
Krupesh N. Patel	59,02,550	8.25%	59,02,550	8.25%	59,02,550	8.25%	59,02,550	8.25%
Niral K. Patel	63,75,000	8.91%	63,75,000	8.91%	63,75,000	8.91%	63,75,000	8.91%
Amish K. Patel	63,75,000	8.91%	63,75,000	8.91%	63,75,000	8.91%	63,75,000	8.91%
Tanmay S. Patel	53,91,400	7.53%	53,91,400	7.53%	53,91,400	7.53%	53,91,400	7.53%
Smitaben K Patel	63,75,000	8.91%	63,75,000	8.91%	63,75,000	8.91%	63,75,000	8.91%
Krupeshbhai N. Patel (HUF)	41,52,500	5.80%	41,52,500	5.80%	41,52,500	5.80%	41,52,500	5.80%
Narhari Somanbhai Patel(HUF)	63,72,500	8.90%	63,72,500	8.90%	63,72,500	8.90%	63,72,500	8.90%
Surendrabhai N. Patel (HUF)	63,62,500	8.89%	63,62,500	8.89%	63,62,500	8.89%	63,62,500	8.89%
Atlanta UHV Transformers LLP	99,50,050	13.90%	99,50,050	13.90%	99,50,050	13.90%	45,00,050	6.29%

Shares held by promoters

Name of Promotor	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
	No of Share % held	No of Share % held	No of Share % held	No of Share % held
	% Change	% Change	% Change	% Change
Krupesh N. Patel	59,02,550	59,02,550	59,02,550	59,02,550
	8.25%	8.25%	8.25%	8.25%
	-	-	-	-
Niral K. Patel	63,75,000	63,75,000	63,75,000	63,75,000
	8.91%	8.91%	8.91%	8.91%
	-	-	-	-
Amish K. Patel	63,75,000	63,75,000	63,75,000	63,75,000
	8.91%	8.91%	8.91%	8.91%
	-	-	-	-
Tanmay S. Patel	53,91,400	53,91,400	53,91,400	53,91,400
	7.53%	7.53%	7.53%	7.53%
	-	-	-	-

Atlanta UHV Transformers LLP	99,50,050	99,50,050	99,50,050	45,00,050
	13.90%	13.90%	13.90%	6.29%
	-	-	7.61%	-
Narharibhai S. Patel family trust	-	-	-	-
	0.00%	0.00%	0.00%	0.00%
	-	-	-	-
Niral Patel Family Trust	-	-	-	-
	0.00%	0.00%	0.00%	0.00%
	-	-	-	-
Tanmay Patel Family Trust	-	-	-	-
	0.00%	0.00%	0.00%	0.00%
	-	-	-	-
Amish Patel Family Trust	-	-	-	-
	0.00%	0.00%	0.00%	0.00%
	-	-	-	-
Patel Family Trustee Private Limited	-	-	-	-
	0.00%	0.00%	0.00%	0.00%
	-	-	-	-

Note:

Promoters has been re-classified and re-identified vide board resolution passed in the meeting of board of directors held on dated 20th January,2025

17 Other Equity

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Securities premium	187.96	187.96	187.96	187.96
General Reserve	10.92	10.92	10.92	10.92
Retained earnings	2,494.16	1,945.73	1,310.53	435.81
Equity instruments through other comprehensive income	(0.69)	(1.70)	(4.05)	(1.76)
Other items of OCI	(1.58)	(1.36)	0.42	0.88
Total	**2,690.77**	**2,141.55**	**1,505.78**	**633.80**

Movement of Other Equity

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Securities premium				
Opening Balance	**187.96**	**187.96**	**187.96**	**187.96**
(Add)/Less: Adjustment	-	-	-	-
Closing Balance	**187.96**	**187.96**	**187.96**	**187.96**
General Reserve				
Opening Balance	**10.92**	**10.92**	**10.92**	**10.92**
(Add)/Less: Adjustment	-	-	-	-
Closing Balance	**10.92**	**10.92**	**10.92**	**10.92**
Retained Earnings				
Balance at the beginning of the year	1,945.72	1,310.52	435.81	(117.22)
Add: Profit/(Loss) during the year	517.28	635.21	874.72	553.03
Disposal of Investment in partnership firm	31.16			
Less: Appropriation				
Balance at the end of the year	**2,494.16**	**1,945.73**	**1,310.53**	**435.81**
Equity instruments through other comprehensive income				
Opening Balance	(1.70)	(4.05)	(1.76)	1.04
Add: Fair Value change of Equity Instruments through other comprehensive income	1.01	2.35	(2.28)	(2.80)
Less: Deletion				
Closing Balance	**(0.69)**	**(1.70)**	**(4.05)**	**(1.76)**
Other items of OCI				
Opening Balance	(1.36)	0.42	0.88	0.63
Remeasurement Gain/(Loss) of defined Benefit Plan(net of tax)	(0.22)	(1.78)	(0.45)	0.24
Less: Deletion				
Closing Balance	**(1.58)**	**(1.36)**	**0.42**	**0.88**
Total	**2,690.77**	**2,141.55**	**1,505.77**	**633.79**

Nature of Reserve & Surplus

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of Company Act, 2013.

General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Retained Earnings

Retained earnings are the profits that the Group has earned/incurred till date, less any transfer to general reserve, dividends or other distrubtions paid to shareholders Retained earnings including re-measurement loss / (gain) on defined benefit plan, net of taxes that will not be reclaissified to Statement of Profit and Loss.

Equity instruments through other comprehensive income

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the Equity instrument through other comprehensive income reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Other items of OCI

Remeasurement Gain/(Loss) of defined Benefit Plan (net of tax) are accumulated as Other Items of OCI.

18 Borrowings - non current financial liabilities

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Secured Term loans from Bank	6.05	18.10	53.96	86.86
Secured Term loans from Others	8.08	10.39	-	-
Unsecured Deposits	-	10.20	12.00	12.00
Total	**14.13**	**38.69**	**65.96**	**98.86**

Terms of Repayment

Sr No	Name of Lender	Amount	Security	Details
(a)	State Bank of India			
	Term Loan-1	2.38	Refer Foot Note 1	ROI:11.5%, Tenure: 56 Month & Repayment 4 Month
(b)	HDFC Bank			
	(iv) Vehicle Loan 5	0.70	Refer Foot Note 2	ROI:7.35%, Tenure:40 Month & Repayment:13
	(vi) Vehicle Loan 6	3.02	Refer Foot Note 2	ROI:7.90%, Tenure: 60 Month & Repayment:35
	(vi) Vehicle Loan 7	1.78	Refer Foot Note 2	ROI:8.65%, Tenure:40 Month & Repayment:28
	(vi) Vehicle Loan 8	1.84	Refer Foot Note 2	ROI:8.65%, Tenure:40 Month & Repayment:29
(c)	Karnataka bank- Term Loan	28.00	Refer Foot Note 3	ROI:11.5%, Tenure: 67 Month & Repayment:12
(d)	Kotak Mahendra Prime Ltd	12.68	Refer Foot Note 2	ROI:11.5%, Tenure: 60 Month & Repayment:47

1. Exclusive first charge of State Bank of India over the Plant & Machinery and other assets created out of the term loan.

1. Secured by Hypothecation of Vehicles / Movable Plant and Machinery

3. Exclusive by way of hypothrcation of Plant & Machinery and other fixed assets (including civil structure & building works aquired at plot no 1701 & 1702)(Civil structure valued at Rs 40.20 Millions & P&M valued at Rs 118.00 Millions)

4. Loans and advances from shareholders includes amounts received from its members amounting to Rs.Nil (P.Y. Rs.10.20 Millions) which were exempted under section 73 of the Companies Act, 2013. In accordance with the General Circular No. 05/2015 dated 30th March 2015, these amounts shall not be treated as 'deposits' under the Companies Act, 2013.

19 Lease liabilities - non current financial liabilities

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Lease Liabilities	33.61	1.23	-	9.57
Total	**33.61**	**1.23**	**-**	**9.57**

20 Provisions - non current

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits				
Gratuity	12.64	11.76	9.01	8.88
Leave (Compensated absences)	6.69	6.25	4.16	4.20
Provision for warranty	28.43	25.96	20.05	15.12
Total	**47.76**	**43.97**	**33.22**	**28.20**

21 Deferred tax liabilities, net

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Deferred tax liabilities	18.19	13.90	15.33	10.56
Total	**18.19**	**13.90**	**15.33**	**10.56**

Significant Components of Deferred Tax Liability Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Deferred Tax Liabilities				
WDV as per IT	(99.01)	(102.62)	(89.17)	(90.75)
WDV as per Co Act	124.55	127.51	110.83	111.02
Unamortised ROU	13.37	0.54	2.01	4.02
OCI Gain on financial instrument	1.35	0.94	0.62	0.53
Total DTL	**40.26**	**26.37**	**24.30**	**24.82**
Deferred Tax Assets				
Gratuity	4.23	3.92	3.09	2.67
Leave Encashment	2.28	2.07	1.33	1.18
Bonus	0.96	1.50	0.89	0.80
Outstanding Lease Liability	13.43	0.56	2.41	4.68
Security Deposit	0.23	0.01	0.04	0.08
Expected Credit loss	0.84	4.34	-	4.22
Temporary difference due to adjustment made during transitioning to Ind AS	-	-	1.12	0.63
Employee loan	0.11	0.07	0.10	-
Total DTA	**22.07**	**12.48**	**8.97**	**14.26**
Deferred Tax Liabilities, net	**18.19**	**13.90**	**15.33**	**10.56**

Movement in deferred tax assets/liability

September-2024 Rs. in Million

Particulars	Opening balance	Recognised to P&L	Recognised to OCI	Closing balance
B				
WDV as per IT	(102.62)	3.61	-	(99.01)
WDV as per Co Act	127.51	(2.96)	-	124.55
Unamortised ROU	0.54	12.83	-	13.37
OCI Gain on financial instrument	0.94		0.41	1.35
Total DTL	**26.37**	**13.48**	**0.41**	**40.26**
A.				
Gratuity	3.92	-	0.31	4.23
Leave Encashment	2.07	0.20	-	2.28
Bonus	1.50	(0.54)	-	0.96
Outstanding Lease Liability	0.56	12.87	-	13.43
Security Deposit	0.01	0.23	-	0.23
Expected Credit loss	4.34	(3.50)	-	0.84
Temporary difference due to adjustment made during transitioning to Ind AS	-	-	-	-
Employee loan	0.07	0.04	-	0.11
Total DTA	**12.48**	**9.29**	**0.31**	**22.07**
	13.89	**4.19**	**0.11**	**18.19**

2023-24 Rs. in Million

Particulars	Opening balance	Recognised to Statement of P&L	Recognised to OCI	closing balance
B				
WDV as per IT	(89.17)	(13.45)	-	(102.62)
WDV as per Co Act	110.83	16.68	-	127.51
Unamortised ROU	2.01	(1.47)	-	0.54
OCI Gain on financial instrument	0.62	-	0.32	0.94
Total DTL	**24.30**	**1.75**	**0.32**	**26.37**
A.				
Gratuity	3.09	-	0.83	3.92
Leave Encashment	1.33	0.75	-	2.07
Bonus	0.89	0.61	-	1.50
Outstanding Lease Liability	2.41	(1.84)	-	0.56
Security Deposit	0.04	(0.03)	-	0.01
Expected Credit loss	1.12	3.22	-	4.34
Temporary difference due to adjustment made during transitioning to Ind AS	-	-	-	-
Employee loan	0.10	(0.03)	-	0.07
Total DTA	**8.97**	**2.68**	**0.83**	**12.48**
Net	**15.33**	**(0.92)**	**(0.51)**	**13.89**

2022-23 Rs. in Million

Particulars	Opening balance	Recognised to Statement of P&L	Recognised to OCI	closing balance
B				
WDV as per IT	(90.75)	1.59	-	(89.17)
WDV as per Co Act	111.02	(0.19)	-	110.83
Unamortised ROU	4.02	(2.01)	-	2.01
OCI Gain on financial instrument	0.53	-	0.09	0.62
Total DTL	**24.82**	**(0.61)**	**0.09**	**24.30**
A.				
Gratuity	2.67	-	0.42	3.09
Leave Encashment	1.18	0.14	-	1.33
Bonus	0.80	0.09	-	0.89
Outstanding Lease Liability	4.68	(2.27)	-	2.41
Security Deposit	0.08	(0.04)	-	0.04
Expected Credit loss	0.63	0.49	-	1.12
Temporary difference due to adjustment made during transitioning to Ind AS	4.22	(4.22)	-	-
Employee loan	-	0.10		0.10
Total DTA	**14.26**	**(5.71)**	**0.42**	**8.97**
Net	**10.56**	**5.10**	**(0.32)**	**15.33**

2021-22 Rs. in Million

Particulars	Opening balance	Recognised to Statement of P&L	Recognised to OCI	closing balance
B				
WDV as per IT	(94.78)	4.02	-	(90.75)
Borrowing cost as per ICDS IX (on CWIP Portion)	(0.09)	0.09	-	0.00
WDV as per Co Act	112.24	(1.21)	-	111.02
Unamortised ROU	6.04	(2.01)	-	4.02
OCI Gain on financial instrument	0.38		0.15	0.53
Total DTL	**23.79**	**0.89**	**0.15**	**24.82**
A.				
Gratuity	2.61	-	0.06	2.67
Leave Encashment	-	1.18	-	1.18
Bonus	0.73	0.06	-	0.80
Outstanding Lease Liability	6.61	(1.93)	-	4.68
Security Deposit	0.11	(0.03)	-	0.08
Expected Credit loss	0.94	(0.31)	-	0.63
Temporary difference due to adjustment made during transitioning to Ind AS	15.52	(11.30)	-	4.22
Total DTA	**26.53**	**(12.33)**	**0.06**	**14.26**
Net	**(2.74)**	**13.22**	**0.09**	**10.56**

22 Borrowings - current financial liabilities Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Secured Current maturities of Long term borrowing	31.02	51.28	49.48	58.23
Secured Loans repayable on demand from Banks	836.20	395.99	615.48	592.06
Secured Loans repayable on demand from other parties		-	-	9.74
Total	**867.22**	**447.27**	**664.96**	**660.04**

- Working Capital Loans from State Bank of India, Karnataka Bank, Federal Bank, Kotak Mahindra Bank, Axis bank, Union Bank & Canara Bank are secured by hypothecation of stock in trade, book debts, all movable properties both present & future. Further, these loans are secured by personal guarantee of the Directors & their relatives and are also secured by an equitable mortgage of immovable properties at GIDC, Vithal Udhyognagar, Dist. Anand owned by the Company and of open land property at Village Bhaiyali, Dist. Vadodara, owned by the Directors and their relatives.
- Loan repayable on demand from others consists of loan from National Small Industries Corporation which is secured against bank guarantee.
- Sercured loans repayable from banks carries existing interest in the range of 9.50% to 10.60%

Debtors

Period	As Per Stock Statement	As Per Books	Difference	Reason for difference
Jun-2021	1,746.31	1,702.67	43.64	1.LC Payment of Rs.42.00 Millions received accounted for after submission of stock
Sep-2021	2,122.33	2,122.33	0.00	-
Dec-2021	2,541.26	2,541.26	(0.00)	-
Mar-2022	2,308.50	2,685.41	(376.91)	1. Rs 2.52 Millions Advance Amount received was left to be adjusted.
Jun-2022	2,937.80	2,937.80	0.00	
Sep-2022	3,261.40	3,261.40	-	
Dec-2022	2,986.41	2,986.41	-	
Mar-2023	3,243.19	2,685.11	558.08	TDS & GIT (FG) entries passed post issue of stock statement

Jun-2023	2,611.10	2,607.75	3.35	1.LC Payment received accounted for after submission of stock statement. 2. Other difference are due to TDS entries made post issue of Stock Statements.
Sep-2023	2,751.41	2,725.68	25.73	
Dec-2023	2,556.13	2,544.62	11.51	
Mar-2024	2,074.83	2,063.17	11.65	
Jun-2024	2,828.21	2,856.21	(28.00)	
Sep-2024	2,693.89	2,614.35	79.54	1. TDS , Retention , Bill Discounting,Pre Bill Lc Interest , LD Entries passed after stock statement submission. 2.GIT Not counted in Stock Statement. 3. ECL Provision entries passed after stock statement submission

Inventory

Period	As Per Stock Statement	As Per Books	Difference	Reason for difference
Jun-2021	983.07	982.02	1.06	Consumption entries made post issue of stock statements
Sep-2021	1,272.83	1,264.01	8.82	Consumption entries made post issue of stock statements
Dec-2021	1,459.83	1,467.42	(7.59)	One Wip Stock items left to be taken in Stock statement.
Mar-2022	1,050.81	1,049.48	1.33	Consumption entries made post issue of stock statements
Jun-2022	1,344.64	1,368.41	(23.78)	Repair Stock Valuation not counted in Stock Statement
Sep-2022	1,477.54	1,488.47	(10.93)	Repair Stock Valuation not counted in Stock Statement
Dec-2022	1,694.92	1,717.13	(22.20)	Repair Stock Valuation not counted in Stock Statement
Mar-2023	1,399.94	1,869.23	(469.30)	Repair Stock Valuation & GIT not counted in Stock Statement
Jun-2023	2,078.60	2,088.69	(10.09)	Repair Stock Valuation not counted in Stock Statement
Sep-2023	2,272.86	2,295.72	(22.87)	Repair Stock Valuation not counted in Stock Statement
Dec-2023	2,221.75	2,278.26	(56.51)	Repair Stock Valuation not counted in Stock Statement
Mar-2024	1,973.16	2,259.39	(286.24)	GIT not counted in Stock Statement
Jun-2024	1,476.23	1,919.19	(442.96)	Repair Stock Valuation not counted in Stock Statement GIT not counted in Stock
Sep-2024	1,773.44	1,915.08	(141.64)	1.Overhead on Inventory not counted in Stock Statement 2. Sales & Purchase GIT Entry done after Stock Statement submission.

23 Lease liabilities - current financial liabilities Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Lease Liabilities	19.75	1.01	9.57	9.04
Total	**19.75**	**1.01**	**9.57**	**9.04**

24 Trade Payables - current Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of Micro Enterprise and small enterprise	274.37	349.40	966.08	1,021.41
Total outstanding dues of Creditor of other than Micro Enterprise and small enterprise	2,088.01	2,033.83	1,827.57	1,325.73
Total	**2,362.38**	**2,383.23**	**2,793.65**	**2,347.14**

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(i) MSME				
Undue	256.55	318.44	728.76	648.44
Less than 1 year	17.83	30.96	237.26	372.91
1-2 years	-	-	0.06	0.06
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
(ii) Other than MSME				
Undue	1,769.36	1,564.93	1,493.07	962.41
Less than 1 year	310.32	460.47	327.24	357.25
1-2 years	1.27	1.59	0.85	0.04
2-3 years	1.11	0.89	0.46	0.08
More than 3 years	5.95	5.95	5.95	5.95
(iii) Disputed dues- MSME				
Undue	-	-	-	-
Less than 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
(iv) Disputed dues- Other than MSME				
Undue	-	-	-	-
Less than 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	**2,362.38**	**2,383.23**	**2,793.65**	**2,347.14**

Trade Payable to related party is Rs 199.67/- Millions for Sep-24, Rs 365.76 Millions for 2023-24, Rs 590.31 Millions for 2022-23 & Rs 684.87 Millions of 2021-22

25 Other financial liabilities - current Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Creditors for Capital expenditure	37.78	2.24	3.15	1.00
Expenses Payable	93.59	32.92	20.87	27.15
Total	**131.37**	**35.16**	**24.02**	**28.14**

26 Other current liabilities Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Advance received from customers	239.80	193.47	188.19	76.69
Statutory dues payable	6.46	13.15	37.03	30.48
Liability for share in losses of Associate - LLP	-	28.57	29.33	25.40
Total	**246.26**	**235.19**	**254.55**	**132.56**

27 Provisions - current Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits				
Gratuity	4.15	3.80	3.26	1.74
Leave (Compensated absences)	2.36	1.99	1.11	0.51
Total	**6.51**	**5.79**	**4.37**	**2.25**

28 Current Tax Liabilities, net Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for Tax (Net of Advance Tax)	144.18	102.35	93.03	42.52
Total	**144.18**	**102.35**	**93.03**	**42.52**

29 Revenue From Operations Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Sale of products				
Transformers & allied products	5,474.34	8,377.74	8,511.61	6,025.78
Sale of services			-	-
Erection & commissioning	3.14	10.91	4.48	9.09
Repair Job Work	4.48	5.61	6.33	7.35
Revenue towards incidental services	102.16	150.13	164.12	126.22
Testing fees	-	0.20	-	2.86
Other operating revenues			-	-
Scrap Sales	117.29	130.94	52.30	85.32
Total	**5,701.41**	**8,675.53**	**8,738.83**	**6,256.62**

30 Other Income Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Interest income				
Deposit	0.14	0.28	0.27	0.14
Interest income of financial asset carried at cost	19.64	34.51	24.95	17.40
Dividend income	0.12	0.08	0.05	0.00
Profit on sale of property, plant and equipement	-	0.47	0.15	0.01
Net gain on foreign currency translation	2.93	0.87	-	-
Reversal of excess expected Credit Loss	13.92	-	-	1.24
Insurance Claimed Income	-	1.12	0.29	0.80
Interest on Income Tax Refund	0.16	4.47	-	-
Miscellaneous Receipt	0.63	0.38	1.17	0.69
Recoveries against bad debt written off	-	2.66	-	-
Sundry Balances written back		0.12	0.85	-
Total	**37.54**	**44.96**	**27.73**	**20.28**

31 Cost of materials consumed

Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Raw Material consumed				
Opening stock	504.83	390.00	422.79	698.22
Purchases	3,784.23	6,870.66	7,030.28	4,832.69
Less: Closing stock	703.06	504.83	390.00	422.79
Total	**3,586.01**	**6,755.83**	**7,063.07**	**5,108.12**

Cost of Matrial consumed - Product wise

Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Lamination	721.29	1,738.79	2,064.65	1,170.31
Copper	1,230.84	2,375.30	2,377.39	2,016.98
Oil	393.23	666.51	731.13	402.69
Others*	1,240.64	1,975.23	1,577.41	1,448.33
Goods in Transit (FG)	-	-	312.49	69.71
Total	**3,586.01**	**6,755.83**	**7,063.07**	**5,108.02**

* None of the items individually account for more than 10% of total consumption.

32 Changes in inventories of finished goods, Stock in Trade and work in progress

Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Opening stock				
Finished Goods	315.94	353.98	20.55	21.36
Work In Progress	1,281.39	744.16	777.33	373.52
GIT FG	283.14	378.76	-	-
Less: Closing Stock				
Finished Goods	75.70	315.94	353.98	20.55
Work In Progress	1,072.32	1,281.39	744.16	777.33
GIT FG	60.45	283.14	378.76	-
Total	**672.00**	**(403.56)**	**(679.02)**	**(403.01)**

33 Employee benefits expense

Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Salaries and wages	104.31	192.55	146.75	114.60
Contribution to provident and other fund	4.54	7.87	6.46	5.01
Staff welfare expenses	8.25	15.62	15.87	6.03
Total	**117.10**	**216.04**	**169.07**	**125.64**

34 Finance costs

Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Interest expenses	51.49	161.01	134.04	121.80
Other borrowing costs			-	-
Acceptance Charges	0.05	2.03	0.87	-
Commission On Bank Guarantee	50.09	70.38	60.82	42.49
Lease	3.14	1.38	2.03	2.87
Other Finance Cost	21.68	65.52	77.94	48.18
Total	**126.45**	**300.32**	**275.70**	**215.34**

35 Depreciation and amortization expense

Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Depreciation on Property, Plant and Equipments	25.39	49.23	42.42	39.77
Amortisation of Intangible Assets	0.02	0.03	0.16	0.48
Amortisation of Right of Use Assets	5.40	9.34	8.40	8.40
Total	**30.81**	**58.60**	**50.98**	**48.64**

36 Other expenses Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Manufacturing Expenses				
Consumption of Stores and Tools	7.01	13.34	15.63	10.28
Erection and Commissioning Charges	7.34	14.37	16.88	8.15
Freight and Transportation Expense	10.46	44.62	33.45	23.67
Hire Charges on Machinery	0.52	3.91	2.42	4.04
Labour Charges	64.32	115.70	101.61	80.40
Other manufacturing cost	6.73	10.09	6.34	4.83
Power & Fuel consumption	23.83	41.44	37.84	33.45
Repairs & Maintenance of Plant and machinery	4.50	11.01	6.65	10.08
Testing charges	38.73	114.23	60.96	51.81
Selling & Distribution Expenses			-	-
After Sales and Services	12.21	26.28	15.77	13.53
Bad Debts	-	-	0.03	0.03
Commission to distrubtors and Selling Agent	44.98	43.58	26.46	17.52
Late Delivery Charges	85.52	115.86	126.55	58.40
Miscellaneous Expenses*	0.40	3.35	7.53	-
Other Selling & distribution expenses	2.64	3.55	2.63	0.71
Sales Promotion expenses	4.40	13.30	11.29	33.72
Warranty Expenses	2.47	5.91	4.93	7.71
Other Expenses			-	-
Corporate Social Responsibility (CSR)	1.77	8.40	0.01	-
Donation	0.11	-	2.03	0.18
Freight Outward and Cartrage	107.32	188.39	174.43	123.77
Insurance	7.42	12.19	10.62	8.40
Legal & Professional Charges	15.20	39.22	45.20	11.99
Loading & Unloading	8.65	16.09	23.97	17.95
Loss on disposal of PPE	0.03	0.03	0.87	0.31
Miscellaneous Expenses*	16.58	28.31	21.60	17.24
Rent, Rate & Taxes	2.22	4.58	3.87	1.27
Repair & Mainentanance of Others	4.82	10.03	6.89	5.61
Travelling & Conveyance	8.90	19.56	13.49	7.12
Provision for Expected Credit Loss		12.80	1.94	-
Statutory Auditor Remuneration	0.12	0.43	0.43	0.43
Other Expenses	3.40	0.04		0.01
Total	**492.60**	**920.61**	**782.29**	**552.59**

Consumption of stores and spare parts

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Consumables consumed				
Opening stock	3.24	2.33	2.85	1.71
Purchases	7.33	14.25	15.11	11.41
Less: Closing stock	3.56	3.24	2.33	2.85
Total	**7.01**	**13.34**	**15.62**	**10.28**

* None of item individually accounts for more than Rs.0.10 millions or 1% of revenue whichever is higher.

37 Tax expenses Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Current tax	185.00	235.00	225.00	63.00
Deferred tax	4.30	(1.44)	4.77	13.30
Short/Excess provision of tax	7.40	5.47	(0.71)	0.73
Total	**196.70**	**239.03**	**229.06**	**77.03**

38 OCI that will not be reclassified to P&L Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Remeasurements of the defined benefit plans	(0.22)	(1.78)	(0.45)	0.24
Equity Instruments through Other Comprehensive Income	1.01	3.19	0.94	1.48
Total	**0.79**	**1.41**	**0.49**	**1.72**

39 Earning per share

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Profit after tax after share of profit/(Loss) of Associate (Rs in Millions)	517.28	635.19	874.72	553.02
Weighted average number of Equity Shares (Refer Note No 16)	7,15,84,800	7,15,84,800	7,15,84,800	7,15,84,800
Earnings per equity share basic (Rs) (Refer Note No 16)	7.23	8.87	12.22	7.73
Earnings per equity share diluted (Rs) (Refer Note No 16)	7.23	8.87	12.22	7.73
Face value per equity share (Rs) (Refer Note No 16)	2.00	2.00	2.00	2.00

40 Defined Contribution Plan Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Employers Contribution to Provident Fund	4.26	7.38	6.03	4.68

The Group makes Provident Fund contribution to defined contribution plan for qualifying employees. Under the Scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefit. The Group recognised Rs. 4.26 Millions (PY Rs. 7.38 Millions) for Provident Fund contribution in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

41 Defined Benefit Plans

The most recent actuarial valuation of the defined benefit obligation for gratuity was carried out at June-24 by an actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation.

(i) Gratuity

Changes in the present value of the defined benefit obligation in respect of Gratuity (funded) Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Defined Benefit Obligation at beginning of the year	15.57	12.27	10.62	10.37
Current Service Cost	0.59	1.91	1.78	1.60
Interest Cost	0.25	0.78	0.68	0.62
Actuarial (Gain) / Loss	0.98	1.78	0.45	(0.24)
Benefits Paid	(0.59)	(1.18)	(1.26)	(1.73)
Defined Benefit Obligation at year end	**16.80**	**15.56**	**12.27**	**10.61**

Reconciliation of present value of defined benefit obligation and fair value of assets Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Present value obligation as at the end of the year	16.80	15.56	12.27	10.62
Short term provision	4.16	3.80	3.26	1.74
Long term provision	12.64	11.76	9.01	8.88

Expenses recognized in Profit and Loss Account Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Current service cost	1.91	1.91	1.78	1.60
Interest cost	0.78	0.78	0.68	0.62
Total expense recognised in Profit and Loss	**2.70**	**2.70**	**2.46**	**2.22**

Amount recognized in Other Comprehensive Income Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Net actuarial loss/(gain) recognized during the year	(0.98)	(1.78)	(0.45)	(0.24)
Total amount recognized in Other Comprehensive Income	**(0.98)**	**(1.78)**	**(0.45)**	**(0.24)**

Actuarial assumptions

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Discount Rate	7.15%	7.20%	7.35%	7.00%
Expacted Rate of increase in Compensation Level	6.00%	6.00%	6.00%	6.00%
Mortality Rate	0.9% to 1.12%	0.9% to 1.12%	0.9% to 1.12%	0.9% to 1.12%
Retirement Rate	-	-		
Withdrawal Rate	5% to 25%	5% to 25%	5% to 25%	1% to 5%

Sensitivity Analysis Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Discount rate Sensitivity				
Increase by 0.5%	15.62	15.17	11.97	10.13
Decrease by 0.5%	16.47	15.99	12.59	11.14
Salary growth rate Sensitivity				
Increase by 0.5%	16.42	15.94	12.59	11.06
Decrease by 0.5%	15.65	15.18	11.99	10.22
Withdrawal rate Sensitivity				
WR x 110%	16.05	15.59	12.30	10.64
WR x 90%	16.02	15.54	12.23	10.59

Expected Cash Flows	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Year 1	3.98	3.80	3.26	1.74
Year 2	2.05	2.25	1.24	0.74
Year 3	1.41	1.37	1.80	0.60
Year 4	1.72	1.22	1.01	1.12
Year 5	1.23	1.67	0.90	0.34
Year 6 to 10	6.07	5.57	4.61	2.57
Total Expected benefit payments	**16.46**	**15.88**	**12.81**	**7.10**

General Description of the Plan

The Entity operates gratuity plan through a trust wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of continuous service. In case of some employees, the Entity’s scheme is more favourable as compared to the obligation under Payment of Gratuity Act, 1972.

42 Auditors' Remuneration Rs. in Million

Particulars	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Payments to auditor as				
- Auditor	0.12	0.44	0.44	0.44
- for taxation matters	-	0.13	0.13	0.13
- for other services	-	-	-	0.01
Total	**0.12**	**0.57**	**0.57**	**0.58**

43 Contingent Liabilities Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
a) Financial Bank Guarantee	-	-	-	20.00
b) Bill receivables discounted with the Bank and not matured	172.92	126.00	357.15	328.34
c) Income Tax matters in dispute	6.02	10.15	20.21	26.52
d) Claims against the company not acknowledged as debt	24.10	24.10	-	24.10
e) Claims against the company not acknowledged as payable*	-	-	-	-
Total	**203.04**	**160.26**	**377.36**	**398.96**

***** With reference to one of the proceedings against the company before the commercial court No 1, Jaipur Metro, one of the vendors has instituted a claim for a total amount of Rs 9.22 millions out of which an amount of Rs 6.00 million has been provided in books as liability

In accordance with our communication with the legal councel there are fair chances that the outcome will be in favor of company

44 Commitments Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Capital Commitments	425.39	378.01	20.77	13.31
Total	**425.39**	**378.01**	**20.77**	**13.31**

45 Micro and Small Enterprise Rs. in Million

Particulars	As at 30 Sep 2024		As at 31 March 2024	
	Principal	Interest	Principal	Interest
Amount Due to Supplier	274.37		349.40	-
Principal amount paid beyond appointed date	-		-	-
Interest due and payable for the year	-		-	-
Interest accrued and remaining unpaid	-		-	-
Interest paid other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-		-	-
Interest paid under Section 16 of MSMED Act to suppliers registered under the MSMED Act beyond the appointed day during the year.	-		-	-
Further interest remaining due and payable for earlier years.	-		-	-

Particulars	As at 31 March 2023		As at 31 March 2022	
	Principal	Interest	Principal	Interest
Amount Due to Supplier	966.08	-	1,021.41	-
Principal amount paid beyond appointed date	-		-	-
Interest due and payable for the year	-		-	-
Interest accrued and remaining unpaid	-		-	-
Interest paid other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-		-	-
Interest paid under Section 16 of MSMED Act to suppliers registered under the MSMED Act beyond the appointed day during the year.	-		-	-
Further interest remaining due and payable for earlier years.	-		-	-

Based on information available with the management, there were no amounts paid and there are no dues payable to Micro and Small enterprises as defined under "Micro, Small and Medium Enterprises Development Act, 2006".

46 Leases

Breakup of Lease Liability Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current lease liabilities	19.75	1.01	9.57	9.04
Non current lease liabilities	33.61	1.23	-	9.57
Total	**53.36**	**2.24**	**9.57**	**18.60**

The movement in Lease Liability is as follows: Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning	2.24	9.57	18.60	26.28
Addition during the year	55.19	3.05	-	-
Finance cost accrued	3.14	1.38	2.03	2.87
Payment of lease liabilities	(7.21)	(11.76)	(11.07)	(10.54)
Total	**53.36**	**2.24**	**9.57**	**18.60**

Contractual Lease Liabilites on undiscounted bais as follows Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Future minimum rental payables under non-cancellable operating lease				
- Not later than one year	19.75	1.01	9.57	10.62
- Later than one year and not later than five years	33.61	1.23	-	9.74
- Later than five years		-	-	-

(i) The weighted average incremantal borrowing rate applied to lease liabilities is 10.93%

(ii) The Group does not face significant liquidity risk regards to its liability as the current assets are sufficient to meet the obligation related to lease liabilities as and when the fall due

47 Related Party Disclosure

(a) Following are the details of transaction not eliminated on consolidation as per Ind AS 24 read with ICDR regulations during the year ended September 30, 2024, March 31,2024, March 31,2023 & March 31,2022

(i) List of Related Parties	Relationship
Amod Stampings Pvt. Ltd.	Enterprise over which Key Managerial Personnel has significant influence
Atlanta UHV Transformers LLP- Associate	Enterprise over which Key Managerial Personnel has significant influence
Krupesh N. Patel	Director
Niral K. Patel	Director
Tanmay S. Patel	Director
Amish K. Patel	Director
Krupesh N. Patel (HUF)	Enterprise over which Key Managerial Personnel has significant influence
Surendra N. Patel (HUF)	Enterprise over which Key Managerial Personnel has significant influence
Narhari S. Patel (HUF)	Enterprise over which Key Managerial Personnel has significant influence
Punja N. Patel	Relative of Director
Mehul S.Mehta	Key Managerial Personnel
Tejal S. Panchal	Key Managerial Personnel
Tarnnum A. Master	Key Managerial Personnel

(ii) Related Party Transactions Rs. in Million

Particulars	Relationship	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
Purchase of goods					
- Amod Stampings Pvt. Ltd.	Enterprise over which Key Managerial Personnel has significant influence	397.21	1,224.37	1,792.55	1,237.28
Sales of goods				-	-
- Amod Stampings Pvt. Ltd.	Enterprise over which Key Managerial Personnel has significant influence	140.25	92.14	62.67	29.65
Addition made to Fluctuating Capital				-	-
- Atlanta UHV Transformers LLP	Enterprise over which Key Managerial Personnel has significant influence	-	676.74	810.07	250.00
Withdrawal of Fluctuating Capital				-	-
- Atlanta UHV Transformers LLP	Enterprise over which Key Managerial Personnel has significant influence	-	676.74	810.07	250.00
Unsecured loan received from shareholder					
- Atlanta UHV Transformers LLP	Shareholder	559.24	-	-	-
Unsecured loan repaid to shareholder					
- Atlanta UHV Transformers LLP	Shareholder	559.24	-	-	-
Managerial Remuneration & Gratuity (P.F. Including)				-	-
- Niral K. Patel	Director	3.78	8.13	7.80	7.20
- Tanmay S. Patel	Director	1.50	3.20	3.00	2.40
- Krupesh N. Patel	Director	2.10	4.50	4.20	3.60
- Amish K. Patel	Director	1.50	3.20	3.00	2.40
- Punja N. Patel	Relative of Director	0.69	1.60	1.38	1.20
- Mehul S.Mehta	Key Managerial Personnel	0.61	1.37	1.16	0.90
- Tejal S. Panchal	Key Managerial Personnel	0.25	0.46	0.03	-
- Tarnnum A. Master	Key Managerial Personnel	-	-	0.30	0.62
Services					
- Amod Stampings Pvt. Ltd.	Enterprise over which Key Managerial Personnel has significant influence	0.09	0.52	-	-
Purchase of Capital Asset					
- Amish K. Patel	Director	19.08	-	-	-
- Tanmay S. Patel	Director	-	1.52	-	-

(iii) Related Party Balances Rs. in Million

Particulars	Relationship	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Payable for Purchase of Goods/ Services					
- Amod Stampings Pvt. Ltd.	Enterprise over which Key Managerial Personnel has significant influence	199.69	365.76	590.31	684.87
Receivable for Goods/ Services					
- Amod Stampings Pvt. Ltd.	Enterprise over which Key Managerial Personnel has significant influence		-	-	-
Remunerations Payable					
- Niral K. Patel	Director	0.29	0.29	0.78	0.38
- Tanmay S. Patel	Director	0.17	0.17	0.72	0.14
- Krupesh N. Patel	Director	0.25	0.25	0.78	0.21
- Amish K. Patel	Director	0.17	0.17	0.72	0.14
- Punja N. Patel	Relative of Director	0.09	0.08	0.15	0.06
- Mehul S.Mehta	Key Managerial Personnel	0.09	0.08	0.06	0.06
- Tejal S. Panchal	Key Managerial Personnel	0.04	0.04	0.03	-
- Tarnnum A. Master	Key Managerial Personnel	-	-	-	0.04
Advance for Capital Asset					
- Amish K. Patel	Director	10.00	-	-	-

(b) Following are the details of transaction eliminated on consolidation as per Ind AS 24 read with ICDR regulations during the year ended September 30, 2024, March 31,2024, March 31,2023 & March 31,2022

Related Party Transactions Rs. in Million

Particulars	Relationship	For Period ended 30 Sep 2024	For Year ended 31 March 2024	For Year ended 31 March 2023	For Year ended 31 March 2022
-	-	-	-	-	-

48 Financial Instrument

Financial Risk Management - Objectives and Policies

The Group's activities expose it to a variety of financial risks are market risk, credit risk, liquidity risk. The Group has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the policy is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

A. Financial Assets and Liabilities Rs. in Million

Particulars	As at 30 Sep 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Amortised Cost	FVTOCI	Amortised Cost	FVTOCI	Amortised Cost	FVTOCI	Amortised Cost	FVTOCI
Assets Measured at								
Investments	0.01	10.41	0.01	9.41	0.01	6.23	0.01	5.28
Trade receivables	2,614.35	-	1,797.79	-	2,601.23	-	1,995.37	-
Cash and cash equivalent	5.28	-	2.18	-	31.29	-	2.41	-
Other bank balances	685.61	-	304.36	-	319.89	-	185.86	-
Non current Financial Assets	49.44	-	82.03	-	155.17	-	64.42	-
Current Other financial assets	53.30	-	148.35	-	66.87	-	107.33	-
Total	**3,407.99**	**10.41**	**2,334.73**	**9.41**	**3,174.45**	**6.23**	**2,355.40**	**5.28**
Liabilities Measured at								
Borrowings	881.35	-	485.96	-	730.93	-	758.90	-
Trade payables	2,362.38	-	2,383.22	-	2,793.65	-	2,347.14	-
Lease liabilities	53.36	-	2.24	-	9.57	-	18.60	-
Other financial liabilities	131.37	-	35.18	-	24.02	-	28.15	-
Total	**3,428.46**	**-**	**2,906.60**	**-**	**3,558.16**	**-**	**3,152.79**	**-**

Fair Value Hierarchy

Level 1: The fair value of financial instruments traded in active markets (equity securities) is based on quoted market prices at the end of the reporting period for identical assets or liabilities. The mutual funds are valued using the net assets value (NAV) available in open market. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	As at 30 Sep 2024			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment				
Equity Shares	4.11	-	-	**4.11**
Mutual Funds	6.30	-	-	**6.30**
Other equity shares	-	-	0.01	**0.01**
	10.41	**-**	**0.01**	**10.42**

Particulars	As at 31 March 2024			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment				
Equity Shares	4.38	-	-	**4.38**
Mutual Funds	5.03	-	-	**5.03**
Other equity shares	-	-	0.01	**0.01**
	9.41	**-**	**0.01**	**9.41**

Particulars	As at 31 March 2023			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment				
Equity Shares	2.80	-	-	**2.80**
Mutual Funds	3.42	-	-	**3.42**
Other equity shares	-	-	0.01	**0.01**
	6.23	**-**	**0.01**	**6.23**

Particulars	As at 31 March 2022			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment				
Equity Shares	1.85	-	-	**1.85**
Mutual Funds	3.43	-	-	**3.43**
Other equity shares	-	-	0.01	**0.01**
	5.28	**-**	**0.01**	**5.29**

B. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks are interest rate risk, currency risk and other price risk.

(a) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Group has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal. The Group has not used any interest rate derivatives.

(i) Exposure to Interest Rate Risk

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Borrowing bearing fixed rate of interest	20.02	34.93	21.73	22.09
Borrowing bearing variable rate of interest	861.33	451.03	709.20	736.81
Total	**881.35**	**485.96**	**730.92**	**758.90**

(ii) Sensitivity Analysis

The following table demonstrates the sensitivity to a reasonably 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 through the impact on floating rate borrowings, as follows:

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Interest Rate - Increase by 50 basis points	4.31	2.26	3.55	3.68
Interest Rate - Decrease by 50 basis points	(4.31)	(2.26)	(3.55)	(3.68)

(b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group also have operations in international market due to which the Company is also exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to the movement in foreign currency exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Groups's operating activities (when revenue or expense is denominated in foreign currency). The Group manages its foreign currency risk partly by taking forward exchange contract for transactions of sales and purchases and partly balanced by purchasing of goods/services from the respective countries.

C. Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Group's exposure are continuously monitored.

(iv) Expected Credit Losses:

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 and informed credit assessment and including forward looking information.

Movement in ECL on Trade receivables

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	(17.25)	(4.45)	(2.51)	(3.75)
Loss Allowance measured at life time expected credit loss	-	(12.80)	(1.94)	-
Reversal	13.92	-	-	1.24
Balance at the end of reporting period	**(3.33)**	**(17.25)**	**(4.45)**	**(2.51)**

D. Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Group consistently generates sufficient cash flow from operations to meet its financial obligations as and when they fall due.

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Expiring within one year				
- Term Loan	31.02	51.28	49.48	58.23

Maturities of Financial Liabilities

The tables herewith analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:
The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Maturity Table for Financial Liabilities

For 30th September 2024

Rs. in Million

Particualrs	Less than 1 year	1- 2 Years	2-3 Years	More than 3 Years	Total
Borrowings	867.28	8.28	4.49	1.35	**881.41**
Trade Payables	2,353.98	1.27	1.11	5.95	**2,362.32**
Other Financial Liabilities	131.37	-	-	-	**131.37**
Lease liability	19.75	17.11	15.79	0.71	**53.36**
Member					-
Total	**3,372.39**	**26.66**	**21.39**	**8.02**	**3,428.46**

For 31st March 2024

Rs. in Million

Particualrs	Less than 1 year	1- 2 Years	2-3 Years	More than 3 Years	Total
Borrowings	447.27	19.39	5.89	3.21	475.76
Trade Payables	2,374.80	1.59	0.89	5.95	2,383.23
Other Financial Liabilities	35.18	-	-	-	35.18
Lease liability	1.01	1.23	-	-	2.24
Member	-	-	-	10.20	10.20
Total	**2,858.26**	**22.20**	**6.78**	**19.36**	**2,906.60**

For 31st March 2023

Rs. in Million

Particualrs	Less than 1 year	1- 2 Years	2-3 Years	More than 3 Years	Total
Borrowings	664.96	38.77	13.63	1.55	718.92
Trade Payables	2,786.32	0.91	0.46	5.95	2,793.65
Other Financial Liabilities	24.01	-	-	-	24.01
Lease liability	9.57	-	-	-	9.57
Member	-	-	-	12.00	12.00
Total	**3,484.86**	**39.68**	**14.09**	**19.51**	**3,558.15**

For 31st March 2022

Rs. in Million

Particualrs	Less than 1 year	1- 2 Years	2-3 Years	More than 3 Years	Total
Borrowings	660.04	46.22	27.80	12.84	746.90
Trade Payables	2,341.01	0.09	0.08	5.95	2,347.14
Other Financial Liabilities	28.12	-	-	-	28.12
Lease liability	9.04	9.57	-	-	18.60
Member	-	-	-	12.00	12.00
Total	**3,038.20**	**55.88**	**27.88**	**30.79**	**3,152.76**

E. Capital Management

For the purposes of Group's capital management, Capital includes issued equity share capital, securities premium and all otherequity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital managementis to ensure that it maintains an efficient capital structure and maximise shareholder value. The Group'sobjectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support itsbusiness and provide adequate return to shareholders through continuing growth and maximise the shareholders value.The Group monitors capital using gearing ratio.

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total Borrowings*	881.35	485.96	730.92	758.90
Less: Cash and cash equivalents	5.28	2.18	31.29	2.41
Net Debts (A)	**876.07**	**483.78**	**699.63**	**756.49**
Total Equity (B)	**2,833.94**	**2,284.72**	**1,648.95**	**776.97**
Capital Gearing Ratio (A/B)	**0.31**	**0.21**	**0.42**	**0.97**

Note:
*Borrowing cost does not include lease liability

49 Reconciliation of Income Tax

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Profit Before Tax	**714.01**	**872.68**	**1,175.17**	**558.92**
Applicable Tax Rate	25.17%	25.17%	25.17%	25.17%
Computed Tax Expenses	179.70	219.64	295.77	140.67
Tax impact of items not deductible in calculating the taxable income	6.45	5.63	(2.85)	(1.83)
Tax impact of additional deductions allowable under Income Tax Act	(0.23)	(0.44)	1.22	0.96
Others	(11.52)	(18.19)	(6.22)	(2.07)
Tax impact on adjustment to profit due to transition to Ind AS	-	(2.37)	78.61	80.62
Total	**185.00**	**235.00**	**225.00**	**63.00**

50 Contract Balances

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Trade Receivables	2,614.35	1,797.80	2,601.23	1,995.37
Contract Liability	239.80	193.47	188.19	76.69
Total	**2,854.15**	**1,991.26**	**2,789.42**	**2,072.06**

(a) Trade Receivable represents the amount of consideration in exchange for goods or services transferred to the customers that is unconditional
(b) The Group has entered into the agreement with customers for sales of goods. Contract liabilities arises in respect of contracts where the group has obligation to deliver the goods and perform specified service to a customer for which the group has received consideration in advance. Contract liabilities are recognised as revenue when the group performs obligation under the contract (i.e. transfers control of the related goods or services to the customer). There is decrease in contract liabilities during the year mainly due to the completion of performance obligation against the opening advance.

51 Unsatisfied performance obligation

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Within one year	239.80	193.47	188.19	76.68
More than one year	-	-	-	-
Total	**239.80**	**193.47**	**188.19**	**76.68**

52 CSR Expenditure

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Amount required to be spent by the company during the year	13.22	7.94	3.37	2.85
Amount of expenditure incurred C.Y	1.77	4.09	0.01	-
Amount of expenditure incurred P.Y		4.31	-	-
Shortfall at the end of the year	11.45	3.85	3.36	0.95
Total of previous years shortfall	3.85	-	4.31	-

Reason for shortfall
* Shortfall amount has been transferred to CSR fund A/c in Kotak Bank A/c before due date
**As per general circular no 14/2021,excess CSR amount spent is allowed to be setoff up to 3 succeeding fianancial year.
Nature of CSR activities
Educational, Helthcare & Vocational training

1 Disclosure required under section 186 (4) of the Companies Act, 2013
(i) Investment made

Rs. In Millions

Particulars	Outstanding as on 30 Sep, 2024	Outstanding as on 31 March, 2024	Outstanding as on 31 March, 2023	Outstanding as on 31 March, 2022
<u>Quoted Investments</u>				
Bank of Baroda	0.76	0.76	0.76	0.76
<u>Investment in Limited Liability Partnership firm</u>	-	-	-	-
Atlanta UHV Transformers LLP		2.60	2.60	2.60
<u>Unquoted Investments</u>	-	-	-	-
Bank of Baroda Pioneer Mutual Fund	2.00	2.00	2.00	2.00
Charotar Gas Sahkari Mandli Ltd.	0.01	0.01	0.01	0.01
<u>Trade Investments</u>	-	-	-	-
Atlanta Transformers Pvt. Ltd.	0.10	0.10	0.10	0.10
Total	**2.87**	**5.47**	**5.47**	**5.47**

Additional information as required by paragraph 2 of the general instructions for preparation of consolidated financial statement to schedule iii to The Companies Act, 2013

Rs. In Millions

Name of Subsidary	Atlanta Transformers Pvt. Ltd.	Atlanta Transformers Pvt. Ltd.	Atlanta Transformers Pvt. Ltd.	Atlanta Transformers Pvt. Ltd.
Latest Balance Sheet Date (Compiled)	30th Sep 2024	31 March 2024	31 March 2023	31 March 2022
Shares of Subsidiary held by the Company on the year end				
- Number of shares	10,000.00	10000.0	10,000.00	10,000.00
- Amount of Investment in Subsidiary	0.10	0.10	0.10	0.10
- Extend of holding %	100%	100%	100%	100%
Description of how there is significant influence	More than 20%	More than 20%	More than 20%	More than 20%
Reason why the associate/joint venture is not consolidated	NA	NA	NA	NA
Net worth attributable to shareholding as per latest Balance Sheet	-	0.0	0.01	0.03
Profit/(Loss) for the year				
i. Holding Company	517.31	633.97	946.11	552.58
ii Minority Interest	(0.03)	(0.36)	(0.02)	(0.04)

Rs. In Millions

Name of Associate	Atlanta UHV Transformers LLP	Atlanta UHV Transformers LLP	Atlanta UHV Transformers LLP	Atlanta UHV Transformers LLP
Latest Balance Sheet Date (Audited)	-	31 March 2024	31 March 2023	31 March 2022
Shares of Associate held by the Company on the year end	-			
- Number of shares	-	NA	NA	NA
- Amount of Investment in Associate	-	2.60	2.60	2.60
- Extend of holding %	-	26.00%	26.00%	26.00%
Description of how there is significant influence	-	More than 20%	More than 20%	More than 20%
Reason why the associate/joint venture is not consolidated	-	NA	NA	NA
Net worth attributable to shareholding as per latest Balance Sheet	-	28.57	(29.32)	(25.40)
Profit/(Loss) for the year	-			
i. Considered in Consolidation	-	1.58	(0.69)	0.48
ii Not Considered in Consolidation	-	4.50	(1.95)	1.37

53 First time adoption of Indian Accounting Standard

First Ind AS Financial statements

For periods up to and including the year ended 31 March 2024, the Company prepared its statutory financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with the Companies (Accounting Standards) Rules, 2021 (Previous GAAP / Indian GAAP).

The basis of preparation, as set out in note 2A has been applied in preparing the restated financial information for the year ended 31 March 2024. This note explains the principal adjustments made by the Company in restating its earlier statutory financial statements for the years ended 31 March 2024, 31 March 2023 & 31 March 2022.

A. Exemptions and exceptions availed

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. Set out below are the applicable Ind AS 101 optional exemption and mandatory exemption applied in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions:

Deemed cost for property, plant and equipment and intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 - Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangibles assets at the carrying value under the previous GAAP and use that carrying value as the deemed cost on the date transition to Ind AS.

A.2 Ind AS mandatory exceptions:

A.2.1 Estimates

The estimates as at 01 April 2022, 31 March 2023 and as at 31 March 2024 are consistent with those made for the same dates in accordance with previous GAAP (after adjustments to reflect differences, if any in accounting policies) apart from impairment of financial assets based on the expected credit loss model where the application of previous GAAP did not require such estimation

The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions as at 01 April 2021, the date of transition to Ind AS and as at 31 March 2022, 31 March 2023 and 31 March 2024.

A.2.2 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of facts and circumstances that exist at the date of transition to Ind AS. Financial assets can be measured using effective interest method by assessing its contractual cash flow characteristics only on the basis of facts and circumstances existing at the date of transition and if it is impracticable to assess the use of effective interest method, fair value of financial asset at the date of transition shall be the new carrying amount of that asset. The measurement exemption applies for financial liabilities as well.

A.2.3 Impairment of financial assets

Ind AS 101 provides relaxation from applying the impairment related requirements of Ind AS 109 retrospectively.

At the date of transition, the Company has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised and compare that to the credit risk at the date of transition to Ind AS. Similarly the Company has recognized a loss allowance at an amount equal to lifetime expected credit losses at each reporting date until that financial instrument is de-recognised.

A.2.4 Derecognition of financial assets and financial liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transitions to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from date of transition to Ind AS.

A.2.5 Impact of application of lease accounting under Ind AS 116

Under Ind AS, the Company has recognised a lease liability measured at the present value of the remaining lease payments, and right-of-use (ROU) asset at an amount equal to lease liability (adjusted for any related prepayments and present value of security deposits), the Company adopted Ind AS 116 using the modified retrospective approach.

B. Reconciliation of equity and total comprehensive income between previous GAAP and Ind AS:

B.1 Reconciliation of equity as at 31 March 2024, 31 March 2023,31 March 2022 and 01 April 2021

Rs. in Million

Particulars	Notes to first time adoption	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 1 April 2021
Equity as per previous GAAP		**2,323.81**	**1,679.41**	**1,040.19**	**866.72**
Adjustments					
Impact of application of lease accounting under Ind AS 116	B.3.1	(0.69)	(2.13)	(3.17)	(2.84)
Impact of allowance for expected credit losses	B.3.2	(17.25)	(4.45)	(2.51)	(3.75)
Impact on account of remeasurement of post employment benefit obligation	B.3.3	1.99	0.21	(0.24)	
Impact on account of fair value of investments	B.3.4	(28.20)	(25.94)	(21.04)	(18.77)
Tax effect on above adjustments	-	4.38	1.34	5.36	17.07
Impact due to accounting of Warranty	B.3.6	-	-	(15.12)	(7.41)
Impact due to accounting for Sales in Transit	B.3.6	-	-	(7.74)	(61.66)
Impact of application of Ind AS 109	B.3.4	0.67	0.50	0.27	0.13
Impact of application of Ind AS 8	B.3.5	-	-	(219.03)	(562.99)
Total adjustments		**(39.10)**	**(30.47)**	**(263.22)**	**(640.22)**
Equity as per Ind AS framework		**2,284.71**	**1,648.94**	**776.97**	**226.50**

B.2 Reconciliation of net profit after tax as per previous GAAP to total comprehensive income under Ind AS

Rs. in Million

Particulars	Notes to first time adoption	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Net profit after tax as per previous GAAP		**644.40**	**639.22**	**173.47**
Adjustments				
Impact of application of lease accounting under Ind AS 116	B.3.1	1.44	1.04	(0.33)
Impact of allowance for expected credit losses	B.3.2	(12.80)	(1.94)	1.24
on	B.3.3	1.78	0.45	(0.24)
Impact on account of fair value of investments	B.3.4	(2.27)	(2.15)	0.29
Tax effect on above adjustments	-	2.47	(4.02)	(11.71)
Impact due to accounting of Warranty	B.3.6	-	15.12	(7.71)
Impact due to accounting for Sales in Transit	B.3.6	-	7.74	53.92
Impact of application of Ind AS 109	B.3.4	0.17	0.23	0.14
Impact of application of Ind AS 8	B.3.5	-	219.03	343.96
Total adjustments		**(9.21)**	**235.50**	**379.56**
Net profit after tax as per Ind AS		635.19	874.72	553.03
Other comprehensive income as per Ind AS		0.57	(2.75)	(2.55)
Total comprehensive income as per Ind AS framework		**635.76**	**871.98**	**550.48**

B.3 : Notes to first time adoption of Ind AS

1. Impact of accounting under Ind AS 116 'Leases'

Under Ind AS, the Company has recognised a lease liability measured at the present value of the remaining lease payments, and right-of-use (ROU) asset at an amount equal to lease liability (adjusted for any related prepayments, and present value of security deposits). The Company adopted Ind AS 116 using the modified retrospective approach.

2. Allowance as per expected credit loss model

Under previous GAAP, the Company created provision of doubtful debts and advances based on the incurred credit loss model. Under Ind AS, provision has been determined based on expected credit loss model (ECL) on all financial assets (other than those measured at fair value).

3. Remeasurement of post-employment benefit obligations - gratuity and compensated absences

Under the previous GAAP, these remeasurement were forming part of the statement of profit and loss for the year.

Under Ind AS, remeasurement i.e. actuarial gains and losses, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income.

4. Remeasurement of investments

Under the previous GAAP, investments were accounted at cost. Under Ind AS, these investments have been recognised at FVTPL.

Long term security depoists and long term employee loans have been faired valued in accordance with the principals of Ind AS 109.

5. Retrospective adjustements in accordance of Ind AS 8

Late Delivery Charges which were identifed to be of past years and was as such crystilised in subsequent years, were picked up for retrospective transition adjustemnts in accordance with principal of Ind AS 8 & Ind AS 101.

6. Accounting for Sales in Transit as required in accordance with principles of AS 9 and accounting for Warranty as required under AS 29 was skipped during relevant years. The required effects given to comply with the reporting requirement a per Accounting Standards.

C : Others

Pursuant to changes described above on adoption of Ind AS, corresponding effect has been given in the operating, investing and financing activity in the restated statement of cash flows as well. The transition to Ind AS did not effect the net increase/ decrease in cash and cash equivalents.

Reconciliation of retained earnings as per audited consolidated Ind AS financial statements with total equity as per Restated Ind AS Summary Statements

Reconciliation of Total Equity as at

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Equity as per audited consolidated financial statements	2,833.94	2,284.71	1,648.95	776.97
Adjustments:	-	-	-	-
Equity as per restated consolidated financial statements	**2,833.94**	**2,284.71**	**1,648.95**	**776.97**

Reconciliation of Profit as at

Rs. in Million

Particulars	As at 30 Sep 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Profit as per audited consolidated financial statements	517.28	635.19	874.72	553.02
Adjustments:	-	-	-	-
Profit as per restated consolidated financial statements	**517.28**	**635.19**	**874.72**	**553.02**

54 Other Statutory Disclosures as per the Companies Act, 2013

1. The Group does not have any Immovable Property whose title deeds are not held in the name of the Group.

2. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

3. The Group has not advanced any loans or advances in the nature of loans to specified persons viz. promoters, directors, KMPs, related parties; which are repayable on demand or where the agreement does not specify any terms or period of repayment.

4. The Group has utilised funds raised from issue of securities or borrowings from banks and financial institutions for the specific purposes for which they were issued/taken.

5. The Group has obtained borrowings from banks or financial institutions on the basis of security of current assets Refer Note Borrowings Current Financial Liabilities

6. The Group has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.

7. The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding 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.

8. The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

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 Beneficiarie

9. The Group does not have any transactions with struck-off companies.

10. The Group does not have any transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

11. The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

12. The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

13. All the compliances related to charge on Assets are fullfilled as on the date of this report.

55 Material regrouping/reclassifications

Appropriate regrouping/reclassification have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit & Loss and Restated Statement of Cash Flow wherever required by reclassification of the corresponding items of Income, Expenses, Assets and Liabilities and Cash FLow in ordre to bring them in line with the accounting policies and classifications as per audited special purpose Ind AS Financials Statements for the year ended 31st March 2024. However the impact of such regrouping/reclassification is not material to the Restated Financial information.

56 Conversion to Public Company

On 20th December 2024, the Company has been converted from Private Limited Company to Public Limited.

57 The new subsidiary called AE Components Private Limited has been incorporated on 10th January 2025. The same has been incorporated as wholly owned susidiary of Atlanta Electricals Limited

For & on Behalf of
Parikh Shah Chotalia & Associates
Chartered Accountants
FRN: 118493W

For and on behalf of Board of Directors,
Atlanta Electricals Limited
(Formerly known as "Atlanta Electricals Private Limited")

Niral K. Patel
Director 00213356

Amish K. Patel
Director 02234678

Sharadkumar G. Kothari
Partner 168227
Place: Vithal Udyognagar
Date: 31st January 2025

Tejal S. Panchal
Company secretary A53355
Place: Vithal Udyognagar
Date: 31st January 2025

Mehul S. Mehta
Chief Financial Officer

OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from Restated Consolidated Financial Information required to be disclosed under required under of the SEBI ICDR Regulations are set forth below:

Particulars	As at and for the six-month period ended September 30, 2024	As at and for the Fiscals ended		
		March 31, 2024	March 31, 2023	March 31, 2022
Basic earnings per share (in ₹)(1) (3)	7.23	8.87	12.22	7.73
Diluted earnings per share (in ₹)(2) (3)	7.23	8.87	12.22	7.73
Return on Net Worth (in %)(4)	18.25%	27.80%	53.05%	71.18%
Net asset value per Equity Share (in ₹)(5)	39.59	31.92	23.03	10.85
PAT (in ₹ million)	517.28	635.21	874.73	553.03
EBITDA (in ₹ million)(6)	871.24	1,231.58	1,431.15	893.56

Notes:

(1) Earnings per Equity Share (Basic) = Restated profit for the period/year attributable to the equity holders of our Company/Weighted average number of equity shares outstanding during the period/year.

(2) Earnings per Equity Share (Diluted) = Restated profit for the period/year attributable to equity holders of our Company/Weighted average number of equity shares outstanding during the period/year considered for deriving basic earnings per share and the weighted average number of Equity Shares which could have been issued to satisfy the exercise of the share options by the employees.

(3) Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 'Earnings per Share'. The Split of Equity Shares are retrospectively considered for the computation of weighted average number of equity shares outstanding during the period, in accordance with Ind AS 33

*(4) Return on Net Worth is calculated as Restated profit for the period / year attributable to Equity holders of the parent divided by Average Equity attributable to owners of the Company *100*

(5) Net Asset Value per Equity share is calculated as Equity attributable to owners of the Company / Net Worth divided by Weighted average number of shares outstanding during the year

(6) EBITDA is calculated as restated profit before tax plus finance costs, depreciation and amortisation expense, impairment of goodwill.

Other financial information

The audited standalone financial statements of our Company in accordance with the SEBI ICDR Regulations for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, together with all the annexures, schedules and notes thereto are available at https://aetrafo.com/financial-information/.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. Except as disclosed in this Draft Red Herring Prospectus, the audited financial information 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 or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

Except as disclosed in this Draft Red Herring Prospectus, the audited financial information, and the reports thereon, should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor the BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the audited financial information, or the opinions expressed therein.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with the Restated Consolidated Financial Information. The Restated Consolidated Financial Information has been prepared by our management as required under the SEBI ICDR Regulations read with the ICAI Guidance Note. For more information, see "Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition." on page 54.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward looking statements as a result of certain factors, including but not limited to the considerations described below. For details, see "Forward-Looking Statements" beginning on page 16.

Unless otherwise indicated or the context otherwise requires, the financial information for the six-month period ended September 30, 2024 and financial years ended March 31, 2024, 2023 and 2022, included herein is derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Red Herring Prospectus. Such non-GAAP financial measures should be read together with the nearest GAAP measure. See "Risk Factors – Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies" on page 48.

*The industry-related information contained in this section is derived from the industry report titled 'Strategic assessment of Transformer market' dated January 28, 2025 prepared by CRISIL (the "**CRISIL Report**"). We have exclusively commissioned and paid for the CRISIL Report for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. We officially engaged CRISIL Limited in connection with the preparation of the CRISIL Report pursuant to an engagement letter dated October 15, 2024. A copy of the CRISIL Report shall be available on the website of our Company at https://aetrafo.com/industry-report.aspx from the date of the Red Herring Prospectus until the Bid/Offer Closing Date. Unless otherwise indicated, the industry-related information contained in this section is derived from the CRISIL Report (extracts of which have been appropriately incorporated as part of "Industry Overview" beginning on page 136).*

Overview

We are one of the leading manufacturers of power, auto and inverter duty transformers in India, terms of production volume as of Fiscal 2024 (*Source: CRISIL* Report). We are also one of the few companies in India, manufacturing transformers up to and including 200 Mega Volt-Amp ("**MVA**") capacity and with 220 kilovolts ("**kV**") voltage *(Source: CRISIL Report)*. Over a short period, we have witnessed significant growth in terms of revenue from ₹ 6,256.62 million to ₹ 8,675.53 million from Fiscal 2022 to Fiscal 2024 at a CAGR of 38.66%.

The Indian power sector is poised for significant growth, driven by strong demand from high-growth end markets such as data centres and EV charging networks *(Source: CRISIL Report)*. As these industries expand, they will place additional pressure on grid capacity and resiliency, necessitating the deployment of new, modern transformers *(Source: CRISIL Report)*. Furthermore, the Indian Railways' shift towards high-speed trains has created a surge in demand for transformers operating between 66 kV and 132 kV voltage levels. (*Source: CRISIL Report*)

India's renewable energy sector is experiencing unprecedented growth, driven by the government's commitment to reducing carbon emissions and increasing the share of clean energy in the power mix *(Source: CRISIL Report)*. The target of achieving 500 GW of non-fossil fuel-based capacity by 2030 has catalyzed large-scale investments in solar, wind, and hybrid energy projects. As renewable energy adoption expands to remote and challenging terrains, there is also growing demand for compact, lightweight, and robust transformer solutions *(Source: CRISIL Report)*. In alignment with India's renewable energy goals, we recently embraced the green energy transition in 2021 by securing a major order for the supply of eight 80 MVA, 220/33 kV power transformers for Ultra Mega Solar Park in Andhra Pradesh. We successfully conducted a dynamic short circuit test on our 14/17 MVA, 33/4*0.8 kV aluminium foil wound inverter duty transformer, specifically designed for solar power generation applications on February 17, 2022.

With a pan India presence and operations spanning over 30 years in the transformer manufacturing industry, we supply a wide range of transformers starting from 5 MVA/11 kV up to 200 MVA/220 kV. Set forth below is our product portfolio, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Type of Transformer and Range of Manufacturing	Product
1.	Auto Transformer – ranging from 66 kV to 220 kV	
2.	Inverter Duty Transformer – ranging from 0.60 kV to 33 kV	
3.	Furnace Transformer – ranging from 0.43 kV to 66 kV	
4.	Power Transformer – ranging from 11 kV to 220 kV	
5.	Generator Transformer – ranging from 3.30 kV to 220 kV	
6.	Special Duty Transformer – ranging from 0.43 kV to 132 kV	

As of September 30, 2024, we have a customer base in 19 states and three union territories, across India, with a supply of 4,000 transformers, aggregating to 78,000 MVA to various state and national electricity grids, private sector players and prominent renewable energy generation projects. Additionally, we have provided our products to prominent engineering, procurement, and construction companies.

Our order book, as on September 30, 2024, amounted to ₹ 12,833.21 million. Further, as on September 30, 2024, projects awarded by public sector undertakings and private players contributed to 73.39% and 26.61% to our order book.

We operate three fully functional manufacturing facilities, two located at Anand, Gujarat and one at Bengaluru, Karnataka. Additionally, we are in the process of setting up a manufacturing facility at Vadod, Gujarat which is under construction as on the date of this Draft Red Herring Prospectus. Our fully operational three facilities aggregate to 3,21,451.39 sq. ft. land area with a combined capacity of 16,740 MVA. Our Vadod facility is under construction on 7,72,830.80 sq. ft. land area and will have a capacity of 30,540 MVA. All four of our facilities have a combined capacity of 47,280 MVA production capacity. Our Gujarat Unit – I and Gujarat Unit – II facilities comprise National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") accredited testing laboratories with four transformer testing labs capable of conducting routine tests for transformers up to 200 MVA/ 245kV and one transformer oil testing lab. Our facilities adhere to the industry standards, including ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018, positioning us as a reliable manufacturer of a wide range of transformers, such as power, distribution and special duty transformers. These NABL-accredited laboratories have enabled us to conduct all major routine tests internally, thereby reducing our reliance on external third-party laboratories.

Our Company has developed relationships with important players in the transmission and distribution, renewable energy and mobility sectors, which have helped support our growth. As of September 30, 2024, we have a diversified customer base of 208 customers, which include Gujarat Energy Transmission Corporation Limited (GETCO), Adani Green Energy Limited, TATA Power and SMS India.

A graphical representation of our evolution and key milestones is set forth below:

Principal Factors Affecting Our Financial Condition and Results of Operations

Our business, results of operations and financial condition are affected by a number of factors, including:

A. Macro-economic conditions, and the factors affecting the electric equipment-manufacturing and power generation sectors, in India

Our performance is significantly affected by the economic environment, particularly trends in the electric-equipment manufacturing and power generation sectors in India. These industries are influenced by economic growth, regulatory frameworks, government investment, and environmental policies, all of which directly impact demand for power infrastructure projects. A large part of the demand for transformers in India are dependent on the power industry. The demand for power in India is closely linked to economic growth in the country, and to Government policies in the power sector. As the economy grows, economic activities, such as industrial production and personal consumption, also tend to expand, which increases the demand for power. If the Indian economy does not continue to grow at the current rate, it would adversely impact the power sector and hence the demand for transformers.

B. Reliance on our top 10 suppliers

Our principal raw materials, which are integral to the assembly of our systems, include copper, electrical steel, transformer oil, and other custom-made components designed to meet our customers' specific technical and design requirements. The volatile pricing of key raw materials and components, such as copper, lamination, MS tanks, radiators, oil, bushings, insulation, and MS frames, coupled with the absence of long-term supply agreements, could significantly affect our cost structure and overall profitability.

Given that a substantial portion of our raw material purchases is concentrated among a limited number of private suppliers, any price increases or disruptions in supply from these suppliers could disproportionately impact our operations. The lack of long-term contracts further exposes us to market fluctuations, complicating the forecasting of costs and effective margin management. This exposure to pricing fluctuations underscores the importance of our ability to negotiate favorable terms with suppliers and, where possible, secure consistent pricing to mitigate potential risks.

Set forth below is a table depicting the cost of raw materials and traded goods from our top 10 suppliers:

Particular	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	As a % of the cost of total raw materials purchased	Amount (in ₹ million)	As a % of the cost of total raw materials purchased	Amount (in ₹ million)	As a % of the cost of total raw materials purchased	Amount (in ₹ million)	As a % of the cost of total raw materials purchased
Top supplier	506.98	13.40	1,038.43	15.11	1,520.11	21.62	1,047.35	21.67
Top 5 suppliers	1,780.38	47.05	3,298.73	48.01	4,010.41	57.04	2,891.53	59.83
Top 10 suppliers	2,315.06	61.18	4,296.69	62.54	5,056.72	71.93	3,574.72	73.97

We do not have long- term agreements with our suppliers. We typically place orders with our suppliers in advance, and the price for each order is negotiated based on market conditions and the price for each order of other raw materials, such as copper, is based on the benchmark price we received annually. Prices of such raw materials may fluctuate. If our raw materials become significantly more expensive, we may not be able to pass on the additional costs to our customers and our profit margins may be reduced.

If there are any defaults or failures to make any payments due to our suppliers, this could cause our suppliers to terminate their relationship with us, or resort to litigation to recover any amounts due. The financial instability of suppliers, labour problems experienced by suppliers, disruption in the transportation of the raw materials by suppliers, including as a result of labour slowdowns, transport availability and cost, transport security, inflation and other operational factors relating to suppliers are beyond our control.

C. Competition

We operate in an increasingly competitive market. We face competition from other manufacturers, traders, suppliers and importers of electric equipment in relation to our offerings, in the organized and unorganized sectors. Suppliers in the electric equipment industry compete based on key attributes including technical competence, product quality, strength of sales and distribution network, pricing and timely delivery. While typically our competitors in the organized sector focus more on technology and quality of their products, their unorganized counterparts supply their products at extremely competitive prices, which we may be unable to effectively compete with.

Further, many of our competitors, specifically multinational companies, may have significant competitive advantages, including greater brand recognition and greater access to financial, research and development, marketing, distribution and other resources, larger product offerings and greater specialization than us. Additionally, certain of our competitors may specialise in manufacturing electric equipment within particular product verticals and hence, may be able to dedicate significantly larger resources towards developing and manufacturing technologically superior equipment than us and their brands may gain greater visibility within those product verticals. 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 136 and 187, respectively.

D. *Working capital requirements and access to capital resources*

Our ability to grow depends largely on cost effective avenues of funding. Our business requires significant amount of working capital for day-to-day operations, procurement of raw materials and production as there is considerable time interval between purchase of raw materials and realisation from sale of our finished goods and our inability to meet our working capital requirements may adversely affect our cash flow cycle. 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. Further, our working capital requirements also tend to increase if contractual or sales terms do not include advance payments or if under such contractual arrangements, payment is stipulated at the time of delivery of the final product to our customer or post installation and commissioning. In particular, our sales to power utilities require us to incur significant amounts of working capital on account of contractual terms stipulating payments to be made after delivery, which may further be delayed due to their weak financial health. Certain purchase orders may require a considerable increase in materials and production costs particularly in connection with new systems and plants. Set forth below are the details of our net working capital during the six-month period ended September 30, 2024 and in Fiscal 2024, Fiscal 2023, and Fiscal 2022.

Particulars	Six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net working capital[1]	1,722.82	1,614.01	1,387.81	824.98

Net working capital is calculated as the total of current assets (excluding cash & cash equivalents and bank balances) less total of current liabilities.

We meet our working capital requirements in the ordinary course of business from banks and internal accruals. Set forth below are the details of total outstanding working capital loans and working capital loans as a percentage of total assets on a consolidated basis for and as of six month period ended September 30, 2024 and March 31, 2024, March 31, 2023, and March 31, 2022:

(in ₹ million, except percentages)

Particulars	Six month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total outstanding working capital loans	836.20	395.99	615.48	601.80
Working capital loans as % of total assets	12.43%	7.08%	10.98%	14.52%

We expect to continue to fund our working capital requirements in the future from cash generated from operations and from working capital loans; however, our inability to meet our working capital requirements through cash from our operations or borrowings, as the case may be, could have a material adverse effect on our business, results of operations and financial condition. Set forth below are the details of our trade receivables days and trade payables days as of six month period ended September 30, 2024 and for March 31, 2024, March 31, 2023, and March 31, 2022:

Particulars	Six month period ended September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Trade receivables days	83	76	109	116
Trade payables days	100	137	160	182

Moreover, our working capital requirements will increase in the event we undertake a larger number of orders as we grow our business. In order to manage our working capital effectively, we are working on aligning vendor payment terms with receivables in some cases. Our working capital requirements could increase if there is a considerable difference between the holding levels of our trade payables and our trade receivables and insufficient cash flows may affect our ability to fund our working capital requirements. As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our working capital in the future. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. If we are unable to implement such channel financing for our large customers in future, it may result in increased borrowings to fund our working capital requirements.

E. Order book management and execution

As of September 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, our order book stood at ₹ 12,833.21 million, ₹ 12,713.80 million, ₹ 5,340.62 million, and ₹ 3,164.60 million, respectively. Our order book represents the value of projects contracted but not yet completed and is a key indicator of future revenue potential. However, it should be noted that the order book does not reflect changes in project scope, cost escalations, or other adjustments, due to which it is not directly comparable to actual revenue figures, which account for such variations. While our order book provides an indication of the transformers we are expected to deliver and the revenues we anticipate generating from such deliveries, it is important to recognize that the orders in our book are subject to potential cancellations, modifications, or delays by our clients. For a discussion of the risks associated with relying on our order book as being indicative of our growth and revenues, see "*Risk Factors – Our order book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our order book, which could adversely affect our business, financial condition, results of operations and prospects*" on page 27.

F. Customer relationships

The identity and corresponding expenses and revenues from our top suppliers and customers may vary across financial reporting periods or years, depending on the nature, duration, and timing of ongoing contracts or procurement requirements for specific projects. Our reliance on a concentrated group of suppliers and customers exposes us to potential risks in case of disruptions, pricing changes, or other adverse developments in these relationships. We derived more than 60% of our total revenue from operations from the sale of products to our top 10 customers in six month period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022. The table below sets forth the revenue derived from our top 10 customers, for the periods indicated:

Particulars	**Six month period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (in ₹ million)	**% of total revenue from operations**	**Amount (in ₹ million)**	**% of total revenue from operations**	**Amount (in ₹ million)**	**% of total revenue from operations**	**Amount (in ₹ million)**	**% of total revenue from operations**
Top 10 customers	4,155.85	72.89%	5,623.53	64.82%	6,979.96	79.87%	5,331.62	85.22%

We depend and expect to continue to depend on our top 10 customers for a substantial portion of our total revenue from operations. Given this dependency on key suppliers and customers, any disruptions, changes in demand, or reductions in business volumes from these relationships could significantly impact our results of operations, financial condition, and overall business prospects.

Additionally, a significant portion of our revenue is derived from government-controlled entities. As a part of our business and operations, we bid for contracts on a continual basis. Contracts are awarded following competitive bidding process and satisfaction of prescribed qualification criteria. Our bids may not always be accepted.

State electricity companies are among our principal customers. We are dependent on the utilities for supply of our transformers to them.

The following table sets out the details of our revenue from supply of transformers to state electricity companies during the six-month period ended September 30, 2024, and Fiscals 2024, 2023 and 2022:

Particulars	**Six-month period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (in ₹ million)	**% of total revenue from operations**	**Amount (in ₹ million)**	**% of total revenue from operations**	**Amount (in ₹ million)**	**% of total revenue from operations**	**Amount (in ₹ million)**	**% of total revenue from operations**
State Electricity Companies	3,717.75	65.21	5,678.84	65.46	7,032.10	80.47	5,199.09	83.10

As of September 30, 2024, 73.39% of our order book relies on state electricity companies, and any financial instability or failure to recover dues could significantly impact our business. Additionally, the demand for transformers is closely tied to economic growth and government policies in the power sector. A slowdown in the economy or unfavourable policy changes could negatively affect our revenue and profitability.

Key Performance Indicators and Certain Non-GAAP Measures

The following table sets forth certain financial and operational information for the years indicated:

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations	5,701.41	8,675.53	8,738.83	6,256.62
Growth in Revenue from Operations (%)	N.A.	(0.72%)	39.67%	N.A.
EBITDA	871.24	1,231.58	1,431.15	893.56
EBITDA Margin (%)	15.28%	14.20%	16.38%	14.28%
Profit after tax	517.28	635.21	874.73	553.03
PAT Margin (%)	9.07%	7.32%	10.01%	8.84%
RoE (%)	18.25%*	27.80%	53.05%	71.18%
RoCE (%)	22.62%*	42.34%	57.99%	55.02%
Net Working Capital	1,722.82	1,614.01	1,387.81	824.98
Net Working Capital Days (days)	54	68	58	48
Order Book	12,833.21	12,713.80	5,340.62	3,164.60
Order book break-up				
Orders from government and public sector entities	9417.95	9375.23	3306.68	2743.95
Private sector entities	3,415.26	3,338.57	2,033.94	420.65

*Not annualized

Notes:

1. *Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant period/year less Revenue from operations of the preceding period/year, divided by Revenue from operations of the preceding period/year.*
2. *EBITDA is calculated as Profit/(loss) before tax for the period/year add finance cost, depreciation and amortisation expenses.*
3. *EBITDA Margin is calculated as EBITDA divided by Revenue from operations.*
4. *Profit after tax is Profit after tax after share of profit/(Loss) of Associate as reported in the Restated Consolidated Financial Information.*
5. *PAT Margin is calculated as Profit after tax after share of profit/(Loss) of Associate divided by Revenue from Operations.*
6. *Return on Equity is calculated as Profit after tax after share of profit/(Loss) of Associate divided by Net Worth. Net worth has been defined means the aggregate value of the paid-up share capital and other equity.*
7. *Return on Capital Employed is calculated as EBIT divided by Capital employed. EBIT is calculated as Profit/(loss) before tax for the period/year as increased by finance cost. Capital employed is defined as total debt (Long Term borrowings + Short Term borrowings) plus Net Worth as on the last date of the reporting period.*
8. *Net Working capital is calculated as difference between current assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) and current liabilities (excluding current borrowings).*
9. *Net working capital days have been calculated as Net working capital divided by revenue from operations * 365 or 180 days as the case may be.*

Significant Accounting Policies

The significant accounting policies adopted in the preparation of our Financial Statements are set forth below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of Preparation

The Restated Consolidated Financial Information relates to the Company and has been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Group (referred to as the "Offer"). The Restated Consolidated Financial Information comprise of the Restated Consolidated Balance Sheet as at 30th September, 2024, March 31st, 2024, March 31st, 2023 and March 31st, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Cash Flow Statement, the Restated Consolidated Statement of Changes in Equity and Statement of Material Accounting Policies and other explanatory information for the Period ended 30th September, 2024 and Years ended March 31st, 2024, March 31st, 2023 and March 31st, 2022 (hereinafter collectively referred to as "Restated Consolidated Financial Information").

The Restated Consolidated Financial Information has been prepared to comply in all material respects with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act") read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations")

The Restated Financial Information has been compiled by the Management from:

Audited special purpose interim consolidated Ind AS financial statements of the Group as at and for the six month period ended September 30, 2024 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim

Consolidated Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on January 31, 2025.

The Special purpose Ind AS financial statements as at and for the year ended March 31, 2024, March 31, 2023, and March 31, 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2021) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at and for the six month period ended September 30, 2024.

The Restated Consolidated Financial Information:

(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial years ended March 31, 2022, 2023 and 2024 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the period ended September 30, 2024.

(b) do not require any adjustment for modification as there is no modification in the underlying audit reports.

All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III of the Act and Ind AS 1, Presentation of Financial Statements.

The 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 consolidated financial statements and consolidated special purpose financial information.

Basis of Consolidation

The Restated Consolidated financial information comprises the financial statement of the Group, and the entities controlled by the Group including its subsidiaries and associates as at September 30,2024, March 31, 2024, March 31, 2023 and March 31,2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affects its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee. Rights arising from other contractual arrangements.
- Rights arising from other contractual arrangements.
- The Group's voting rights and potential voting rights.
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated Consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Restated Consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the restated consolidated financial information to ensure conformity with the Group's accounting policies.

The restated consolidated financial information of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e. year ended on March 31, 2024, March 31, 2023 and March 31, 2022.

Consolidation procedure:

Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary

Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full).

Restated Consolidated Financial information of Profit and loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial information of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

Name of Entity	Relationship	Country of Incorporation	% of holding as on September 30, 2024	% of holding as on March 31, 2024	% of holding as on March 31, 2023	% of holding as on March 31, 2022
Atlanta Transformer Private Limited	Subsidiary	India	100%	100%	100%	100%

Associates:

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. The Group's investment in its associate are accounted for using the equity method from the date on which it becomes an associate. On acquisition of the investment, any difference between the cost of the investment and the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted for as follows:

- Goodwill relating to an associate is included in the carrying amount of the investment. Such goodwill is not amortised.

- Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment (if material) is recognised directly in equity as capital reserve in the period in which the investment is acquired."

The Restated Consolidated Financial Information is presented in ₹ millions, except when otherwise indicated.

The said consolidated financial statements have been prepared by making Ind AS adjustments to the audited consolidated financial statements of the company as at and for the year ended March 31, 2024, 2023 and 2022 prepared in accordance with the accounting standards notified under the section 133 of the Act ("**Indian GAAP**") which was approved by the Board of directors at the meeting held on 3rd September 2024, 29th September 2023 & 5th September 2022 respectively.

These Restated Consolidated Financial Information has been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules,2015 as amended from time to time.

Use of estimates

The preparation of the Restated Consolidated Financial Information is in conformity with the recognition and measurement principles of Ind AS. It requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The Group uses the following critical accounting estimates in preparation of its consolidated financial statements

(i) Useful lives of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(ii) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow/NAV model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(iii) Provision for income tax and deferred tax assets

The Group uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

(iv) Provision for Expected Credit Losses (ECL) of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance). The provision matrix is initially based on the Group's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forwardlooking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate.The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Groups's trade receivables and contract assets is disclosed in Notes.

(v) Provisions and contingent liabilities

The Group estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The Group uses significant judgements to assess contingent liabilities. Contingent liabilities are recognised when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in thestandalone financial statements.

Property, Plant and Equipment

Property, plant and equipment (including furniture, fixtures, vehicles, etc.) held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Freehold land is not depreciated.

Capital work in progress is stated at cost, net of impairment loss, if any. Cost includes items directly attributable to the construction or acquisition of the item of property, plant and equipment, and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as-other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation is charged on a pro-rata basis at the straight line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II to the Act as provided below.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss. The useful lives for various property, plant and equipment are given below:

Type of Assets	Period
Office Building	60 Years
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years
Electrical Installation and Equipments	10 Years

Intangible Asset and Amortisation

Intangible assets are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the Group and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized over the period of five years.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets.

Right of use assets is evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

Group measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

(iii) Short term Lease:

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the Group elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis.

Company as a lessor

Leases for which the Group is a lessor is classified as finance or operating lease. Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Impairment

At the end of each reporting period, the Group assesses, whether there is any indication that an asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs of disposal and value in use.

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Groups cash generating unit (CGU).

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Financial instruments

A financial instrument is any contract that gives rise to asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency forward contracts, cross currency interest rate swaps, interest rate swaps and currency options; and embedded derivatives in the host contract.

Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the group commits to purchase or sell the asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Classifications

The Group classifies its financial assets as subsequently measured at either amortised cost or fair value through other comprehensive income (FVOCI) or fair value through Profit and Loss Account (FVTPL) on the basis of either Group's business model for managing the financial assets or Contractual cash flow characteristics of the financial assets.

Business model assessment

The Group makes an assessment of the objective of a business model in which an asset is held at an instrument level because this best reflects the way the business is managed and information is provided to management.

Debt instruments at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

– It is held within a business model whose objective is to hold assets in order to collect contractual cash flows.

– The contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Debt instrument at fair value through Other Comprehensive Income (FVOCI)

Debt instruments with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Debt instrument at fair value through profit and loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the group may elect to classify a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value and all changes in fair value are recorded in FVTPL. On initial recognition an equity investment that is not held for trading, the group may irrevocably elect to present subsequent changes in fair value in OCI and fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the group may transfer the cumulative gain or loss within equity. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

– The rights to receive cash flows from the asset have expired, or

– The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognize the transferred asset to the extent of the group’s continuing involvement. In that case, the group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and at FVOCI.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity revert to recognizing impairment loss allowance based on 12 month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 -month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

With regard to trade receivable, the Group applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Derecognition of financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Reclassification of financial assets

The group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The group's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the group either begins or ceases to perform an activity that is significant to its operations. If the group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Investments

Investment in Subsidiaries, associates

The investment in subsidiaries and associates are carried at cost as per IND AS 27. The Group regardless of the nature of its involvement with an entity (the investee), determines whether it is a parent by assessing whether it controls the investee. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Investments are accounted in accordance with IND AS 105 when they are classified as held for sale. On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss. Such non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell . Any expected loss is recognised immediately in the statement of profit and loss.

Employee benefits

Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Accumulated compensated absences which are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are treated as short-term benefits. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. The group has following defined contribution plans:

(i) Provident fund

The Group makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The contribution is recognized as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

Defined benefit plans

The group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs

The Group has following defined benefit plans:

Gratuity

The group provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary The contributions made are recognized as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognized in the Balance Sheet. Remeasurements are recognized in the Other Comprehensive Income, net of tax in the year in which they arise.

The group has following long term employment benefit plans:

Leave Encashment

Leave encashment is payable to eligible employees at the time of retirement. The liability for leave encashment, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

Employee Benefits

Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

Revenue recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled inexchange for those goods or services. The Company collects GST on behalf of the government and, therefore, it is not an economic benefit flowing to the Group. Hence, it is excluded from revenue.

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods and there are no unfulfilled obligations.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the group considers the effects of variable consideration, the existence of significant financing component, non-cash component and consideration payable to the customer like return, allowances, trade discounts and volume rebates.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

Revenue from service related activities is recognized as and when services are rendered and on the basis of contractual terms with the parties.

Warranty obligations

The Group generally provides for warranties for general repair of defects that existed at the time of sale. These warranties are assurance-type warranties under Ind AS 115, which are accounted for under Ind AS 37

Other Income

(i) Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows instrument.

(ii) Dividend income

Dividend income is recognised when the right to receive payment is established, which is generally when shareholders approve the dividend.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company’s current tax is calculated using tax rates and laws that have beenenacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

(i) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

(ii) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

(i) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

(ii) In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Foreign currency transactions

Transactions in foreign currencies are translated into the Group’s functional currency at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

The gain or loss arising on translation of nonmonetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Inventories

Inventories are measured at the lower of Cost and Net Realizable Value. The cost of inventories is based on the first in first-out formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work in progress, costs include an appropriate share of fixed production overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The Net realisable value of work in progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

The comparison of cost and net realizable value is made on an item-by-item basis

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institutions, other short - term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

Earnings per share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Standards issued but not yet effective

As on the date of release of these restated financial information, ministry of corporate affairs has not issued any new standards/amendments to existing standards which are effective from April 1, 2024.

Principal Components of Statement of Profit and Loss

Total income

Our total income comprises revenue from operations and other income. We generate majority of our revenue from the sale of transformers and allied products.

Revenue from operations

Our revenue from operations primarily includes revenue from the sale of transformers and allied products, sale of services including erection and commissioning, repair job work, revenue towards incidental services, and testing fees, and from other operating revenues such as scrap sales.

Other income

Our other income primarily includes (i) interest income on deposit, (ii) interest income of financial assets carried at costs, (iii) other interest income, (iii) dividend income, (iv) profit on sale of property, plant and equipment, (v) net gain on foreign currency translation, (vi) reversal of excess expected credit loss, (vii) insurance claimed income, (viii) interest on income tax refund, (ix) miscellaneous receipt, (x) recoveries against bad debt written off, and (xi) sundry balances written back.

Expenses

Our total expenses include the below mentioned expenses:

Cost of material consumed

Our cost of material consumed represents amount incurred towards raw material consumed including the costs of lamination, copper, oil, goods in transit, and other products, and comprises of opening stock at the beginning of the financial year / period, purchases during the year and less closing stock at the end of the financial year / period.

Changes in inventories of finished goods, Stock in Trade and work in progress

Our purchase of stock in trade represents the net increase / decrease in the finished goods, work in progress stock, and other stock.

Employee benefits expense

Our employee benefits expense primarily include (i) salaries and wages, (ii) contribution to provident and other funds, and (iii) staff welfare expenses.

Finance costs

Our finance costs primarily include (i) interest expenses, and (ii) other borrowing costs, including acceptance charges, commission on bank guarantees, lease, and other finance cost.

Depreciation and Amortization expense

Our depreciation and amortization primarily include (i) depreciation on plant, property and equipment, (ii) amortization of intangible assets, and (iii) amortization on right-of-use assets.

Other Expenses

Our other expenses primarily include (i) manufacturing expenses such as consumption of stores and tools, erection and commissioning charges, freight and transportation expenses, hire charges on machinery, labour charges, other manufacturing costs, power and fuel consumption, repairs and maintenance of plant and machinery, and testing charges; (ii) selling and distribution expenses such as after sales and services, bad debts, commission to distributors and selling agents, late delivery charges, miscellaneous expenses, other selling and distribution expenses, sales promotion expenses, and warranty expenses; (iii) other expenses, such as corporate social responsibility (CSR) expenditure, donation, freight outward and cartrage, insurance, legal and professional charges, loading and unloading expenses, loss on disposal of PPE, rent, rates and taxes, repair and maintenance of others, travelling and conveyance, (iv) provision for expected credit loss, (v) statutory auditor remuneration, and (v) other expenses.

Tax Expenses

Our tax expenses primarily include current tax, deferred tax, and short/excess provision of tax.

Profit/(loss) after tax for the period

Profit/(loss) after tax for the period includes the profit or the loss for the year.

Results of Operations Based on our Restated Consolidated Financial Information

The following table sets forth select financial data from our statement of profit and loss for the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, the components of which are also expressed as a percentage of total revenue for such periods:

(*in ₹ million*)

Particulars	For Period ended 30 Sep 2024	As a percentage of total income	For Year ended 31 March 2024	As a percentage of total income	For Year ended March 31, 2023	As a percentage of total income	For Year ended March 31, 2022	As a percentage of total income
Income								
Revenue From Operations	5,701.41	99.35%	8,675.53	99.48%	8,738.83	99.68%	6,256.62	99.68%
Other Income	37.54	0.65%	44.96	0.52%	27.73	0.32%	20.28	0.32%
Total Income	**5,738.95**	**100.00%**	**8,720.49**	**100.00%**	**8,766.56**	**100.00%**	**6,276.90**	**100.00%**
Expenses								
Cost of materials consumed	3,586.01	62.49%	6,755.83	77.47%	7,063.07	80.57%	5,108.12	81.38%
Changes in inventories of finished goods, Stock in Trade and work in progress	672.00	11.71%	(403.56)	(4.63%)	(679.02)	(7.75%)	(403.01)	(6.42%)
Employee benefits expense	117.10	2.04%	216.04	2.48%	169.07	1.93%	125.64	2.00%
Finance costs	126.45	2.20%	300.32	3.44%	275.70	3.14%	215.34	3.43%
Depreciation and amortization expense	30.81	0.54%	58.60	0.67%	50.98	0.58%	48.64	0.77%
Other expenses	492.60	8.58%	920.61	10.56%	782.29	8.92%	552.59	8.80%
Total Expenses	**5,024.97**	87.56%	**7,847.83**	89.99%	**7,662.09**	87.40%	**5,647.33**	89.97%
Profit/(loss) before tax	**713.98**	**12.44%**	**872.66**	**10.01%**	**1,104.47**	**12.60%**	**629.57**	**10.03%**
Tax expense								
Current tax	185.00	3.22%	235.00	2.69%	225.00	2.57%	63.00	1.00%
Deferred tax	4.30	0.07%	(1.44)	(0.02)%	4.77	0.05%	13.30	0.21%
Short/Excess provision of tax	7.40	0.13%	5.47	0.06%	(0.71)	(0.01)%	0.73	0.01%
Total Tax expense	**196.70**	**3.43%**	**239.03**	**2.74%**	**229.06**	**2.61%**	**77.03**	**1.23%**
Profit/(loss) after tax for the period	**517.28**	**9.01%**	**633.62**	**7.27%**	**875.41**	**9.99%**	**552.54**	**8.80%**
Share of Profit / (Loss) of Associate	**-**		**1.58**	**0.02%**	**(0.69)**	**(0.01%)**	**0.48**	**0.01%**
Profit after tax after share of profit/(Loss) of Associate	**517.28**	**9.01%**	**635.21**	**7.28%**	**874.73**	**9.98%**	**553.03**	**8.81%**
Other Comprehensive Income								
OCI that will not be reclassified to P&L								
(i) Remeasurements of the defined benefit plans	(0.22)	(0.00%)	(1.78)	(0.02%)	(0.45)	(0.01%)	0.24	0.00%
(ii) Equity Instruments through Other Comprehensive Income	1.01	0.02%	3.18	0.04%	0.94	0.01%	1.48	0.02%
OCI that will be reclassified to P&L								
Share in OCI Gain/Loss of Associate	-		(0.83)	(0.01%)	(3.24)	(0.04%)	(4.27)	(0.07%)
Total Other Comprehensive Income	**0.79**	**0.01%**	**0.57**	**0.01%**	**(2.75)**	**(0.03%)**	**(2.55)**	**(0.04%)**
Total Comprehensive Income for the period	**518.07**	**9.03%**	**635.78**	**7.29%**	**871.98**	**9.95%**	**550.48**	**8.77%**

Results of operation for the six-month period ended September 30, 2024

Total Income

Our total income during the six-month period ended September 30, 2024, was 5,738.95 million.

Revenue from operations

Our revenue from operations for the six-month period ended September 30, 2024, was ₹5,701.41 million comprising revenue from sale of transformers, from sale of services comprising of erection and commissioning, repair job work, revenue towards incidental services, and testing fees, and from other operating revenues such as sale of scraps.

Other income

Our other income for six-month period ended September 30, 2024 was ₹ 37.54 million primarily comprising interest income on deposits of ₹0.14 million, interest income on other financial assets carried at cost of ₹ 14.12 million, other interest income of ₹5.52 million, dividend income of ₹0.12 million, gain on foreign currency translation of ₹2.93 million, interest on income tax refund of ₹0.16 million, reversal of excess expected credit loss ₹13.92 million and miscellaneous receipts of ₹0.63 million.

Expenses

Our total expenses during six-month period ended September 30, 2024, was ₹5,024.97 million.

Cost of materials consumed

Our cost of materials consumed, primarily comprising of cost of raw materials consumed, during the six-month period ended September 30, 2024 was ₹3,586.01 million.

Changes in inventories of finished goods, Stock in Trade, and work in progress

Expenses relating to changes in inventories were ₹672.00 million during the six-month period ended September 30, 2024.

Employee Benefits Expense

Our employee benefits expense during the six-month period ended September 30, 2024 was ₹117.10 million primarily comprising salaries and wages of ₹104.31 million, contribution to provident and other fund of ₹ 4.54 million and staff welfare expenses of ₹8.25 million.

Finance Costs

Our finance costs during the six-month period ended September 30, 2024 was ₹126.45 million primarily comprising interest expense on borrowings of ₹51.49 million and other borrowing costs including acceptance charges of ₹0.05 million, commission on bank guarantee of ₹50.09 million, lease charges of ₹3.14 million, and other finance costs of ₹21.68 million.

Depreciation and amortization expense

Our depreciation and amortization expense during the six-month period ended September 30, 2024 was ₹30.81 million primarily comprising depreciation on plant, property and equipment of ₹25.39 million, amortization of intangible assets of ₹0.02 million and amortization on rights-of-use assets of ₹5.40 million.

Other Expenses

Our other expenses during the six-month period ended September 30, 2024 was ₹492.60 million comprising of manufacturing expenses of ₹163.44 million, selling and distribution expenses of ₹152.62 million, statutory auditor remuneration of ₹0.12 million and other expenses of ₹176.42 million.

Tax Expense

Our tax expenses for the six-month period ended September 30, 2024, were ₹196.70 million, comprising current tax of ₹192.40 million and deferred tax of ₹4.30 million.

Profit after tax for the period

As a result of the foregoing factors, our profit after tax for the six-month period ended September 30, 2024, was ₹517.28 million.

COMPARISON OF THE RESULTS OF OPERATIONS

Fiscal 2024 Compared to Fiscal 2023

Total revenue

Our total revenue decreased marginally by 0.53% to ₹8,720.49 million for Fiscal 2024 from ₹8,766.56 million for Fiscal 2023, on account of the factors discussed below.

Revenue from operations

Our revenue from operations decreased marginally by 0.72% to ₹8,675.53 million for Fiscal 2024 from ₹8,738.83 million for Fiscal 2023, primarily due to non-availability of the bank guarantee limits due to the delay in the enhancement of our existing working capital limits. During the year, our Company enhanced the capacity of cranes and related structures at Anand Unit-I along with setting up of new oven and civil work at the Bangalore Unit.

Other income

Our other income increased by 62.15% to ₹44.96 million for Fiscal 2024 from ₹27.73 million for Fiscal 2023, primarily due to increase in interest on fixed deposit receipts to ₹34.79 million for Fiscal 2024 from ₹25.22 million for Fiscal 2023. This was on account of increase in the interest rate ranging from 6.75% to 6.90% for Fiscal 2024 from 5.10 % to 6.70% for Fiscal 2023, increase in the income tax refund to ₹ 4.47 million for Fiscal 2024 from ₹ Nil for Fiscal 2023.

Expenses

Our total expenses increased by 2.42% to ₹7,847.83 million for Fiscal 2024 from ₹7,662.09 million for Fiscal 2023, on account of the factors discussed below.

Cost of Material Consumed including change in Inventories of Finished Goods, Stock in Trade and Work in Progress

Consumption of major raw material such as copper, decreased to ₹ 2,375.30 million for Fiscal 2024 from ₹ 2,377.39 million for Fiscal 2023 and lamination to ₹ 1,738.40 million for Fiscal 2024 from ₹ 2,064.65 million for Fiscal 2023. Further, cost of material consumed including change in inventory of finished goods, stock in trade and work in progress decreased by 0.50% to ₹6,352.27 million for Fiscal 2024 from ₹6,384.05 million for Fiscal 2023 due to decrease in the revenue from operations by 0.72% to ₹8,675.53 million for Fiscal 2024 from ₹8,738.83 million for Fiscal 2023.

Employee Benefits Expense

Our employee benefits expense increased by 27.78% to ₹216.04 million for Fiscal 2024 from ₹169.07 million for Fiscal 2023, primarily due to increase in salaries, wages and bonus to ₹ 192.55 million for Fiscal 2024 from ₹ 146.75 million for Fiscal 2023. This was on account of increments provided during the year at average increment rate of 17.00% and increase in the number of employees to 284 for Fiscal 2024 from 220 for Fiscal 2023.

Finance Costs

Our finance costs increased by 8.93% to ₹300.32 million for Fiscal 2024 from ₹275.70 million for Fiscal 2023, primarily due to increase in the interest expenses by 20.12% to ₹ 161.01 million for Fiscal 2024 from ₹ 134.04 million for Fiscal 2023. This was on account of increase in the average utilisation of fund-based limit by 17.00% and average increase in the interest rate by 1.00% and increase in the commission on bank guarantee to ₹70.38 million for Fiscal 2024 from ₹ 60.82 million for Fiscal 2023. The amount of bank guarantee increased to ₹ 1,442.21 million for Fiscal 2024 from ₹ 1,251.41 million for Fiscal 2023.

Depreciation and Amortization expense

Our depreciation and amortization expense increased by 14.96% to ₹58.60 million for Fiscal 2024 from ₹50.98 million for Fiscal 2023, primarily due to capitalization in property, plant and equipment to ₹ 232.50 million in Fiscal 2024. Our property, machinery and equipment increased to ₹ 59.39 million due to construction of a building of ₹ 17.01 million for additional oven at Bangalore facility and additional crane capacity at Unit – I from ₹ 44.25 million in Fiscal 2023.

Other Expenses

Our other expenses increased by 17.68% to ₹920.61 million for Fiscal 2024 from ₹782.29 million for Fiscal 2023, primarily due to increase in the short circuit test expense to ₹ 114.23 million for Fiscal 2024 from ₹ 60.96 million for Fiscal 2023. This was on account of increase in the number of tests performed during the year, increase in commission to distributors and selling agent to ₹ 43.58 million for Fiscal 2024 from ₹ 26.26 million for Fiscal 2023 and increase in the after sales and services to ₹ 26.28 million for Fiscal 2024 from ₹ 15.77 million for Fiscal 2023.

Tax Expense

Our tax expense increased by 4.35% to ₹239.03 million for Fiscal 2024 from ₹229.06 million for Fiscal 2023, primarily due to increase in the current tax expenses to ₹ 235.00 million for Fiscal 2024 from ₹ 225.00 million for Fiscal 2023 and decrease in the deferred tax expenses to ₹ (1.44) million for Fiscal 2024 from ₹ 4.77 million for Fiscal 2023. However, our income tax of earlier year increased to ₹ 5.47 million for Fiscal 2024 from ₹ (0.71) million for Fiscal 2023. As a result, the total tax expense amounted to ₹ 239.03 million for Fiscal 2024 from ₹ 229.06 million for Fiscal 2023

Profit after tax for the period

As a result of the foregoing factors, our profit after tax for the period decreased by 27.62% to ₹633.61 million for Fiscal 2024 from ₹875.41 million for Fiscal 2023.

Fiscal 2023 Compared to Fiscal 2022

Total revenue

Our total revenue increased by 39.66% to ₹8,766.56 million for Fiscal 2023 from ₹6,276.90 million for Fiscal 2022, on account of the factors discussed below.

Revenue from operations

Our revenue from operations increased by 39.67% to ₹8,738.83 million for Fiscal 2023 from ₹6,256.62 million for Fiscal 2022 primarily due to increase in the sale of power transformers to ₹8,327.36 million for Fiscal 2023 from ₹5,942.40 million for Fiscal 2022.

Other income

Our other income increased by 36.74% to ₹27.73 million for Fiscal 2023 from ₹20.28 million for Fiscal 2022, primarily due to increase in the interest on FDR to ₹ 25.22 million for Fiscal 2023 from ₹17.54 million for Fiscal 2022 and on account of increase in the interest rate ranging from 5.10 % to 6.70% for Fiscal 2023 from 5.10% to 5.20% for Fiscal 2022.

Expenses

Our total expenses increased by 35.68% to ₹7.662.09 million for Fiscal 2023 from ₹5,647.33 million for Fiscal 2022, on account of the factors discussed below.

Cost of material consumed including changes in inventories of finished goods, stock in trade and work in progress

Our cost of material consumed including changes in inventories of finished goods, stock – in – trade and work in progress increased by 35.68% to ₹6,384.05 million for Fiscal 2023 from ₹4,705.11 million for Fiscal 2022, primarily due to increase in the revenue from operations on account of consumption of major raw materials such as copper to ₹ 2,377.39 million for Fiscal 2023 from ₹ 2,016.98 million for Fiscal 2022 and lamination to ₹2,064.65 million for Fiscal 2023 from ₹1,170.21 million for Fiscal 2022.

Employee Benefits Expense

Our employee benefits expense increased by 34.57% to ₹169.07 million for Fiscal 2023 from ₹125.64 million for Fiscal 2022, primarily due to increase in the salaries, wages and bonus to ₹146.75 million for Fiscal 2023 from ₹114.60 million for Fiscal 2022 primarily on account of increments provided in the year Fiscal 2023 at an average increment rate of 15% and due to increase in the number of employees to 220 for Fiscal 2023 from 201 for Fiscal 2022.

Finance Costs

Our finance costs increased by 28.03% to ₹275.70 million for Fiscal 2023 from ₹215.34 million for Fiscal 2022, primarily due to increase in the interest expenses to ₹ 134.04 for Fiscal 2023 from ₹121.80 million for Fiscal 2022 due to average increase in the interest rate by 1.00%, increase in the commission on bank guarantees to ₹60.82 million for Fiscal 2023 from ₹42.49 million for Fiscal 2022 and increase in the amount of bank guarantees issued to ₹1,251.41 million for Fiscal 2023 from ₹850.95 million for Fiscal 2022 and increase in the loan processing to ₹24.27 million for Fiscal 2023 from ₹13.88 million for Fiscal 2022.

Depreciation and Amortization expense

Our depreciation and amortization expense increased by 4.80% to ₹50.98 million for Fiscal 2023 from ₹48.64 million for Fiscal 2022, primarily due to capitalization in property, plant and equipment to ₹44.25 million in Fiscal 2023 from ₹35.88 million in Fiscal 2022.

Other Expenses

Our other expenses increased by 41.57% to ₹782.29 million for Fiscal 2023 from ₹552.59 million for Fiscal 2022, primarily due to proportionate increase in the revenue from operations on account of increase in the erection and commissioning charges to ₹16.88 million for Fiscal 2023 from ₹8.15 million for Fiscal 2022, increase in commission to distributors and selling agent to ₹26.46 million for Fiscal 2023 from ₹17.52 million for Fiscal 2022 and increase in the freight outward and cartage to ₹174.43 million for Fiscal 2023 from ₹123.77 million for Fiscal 2022. Further, the legal and professional charges increased to ₹45.20 million for Fiscal 2023 from ₹11.99 million for Fiscal 2022.

Tax Expense

Our tax expense increased by 197.37% to ₹229.06 million for Fiscal 2023 from ₹77.03 million for Fiscal 2022, primarily due to increase in the current tax expenses to ₹225.00 million for Fiscal 2023 from ₹63.00 million for Fiscal 2022, decrease in the deferred tax expenses to ₹4.77 million for Fiscal 2023 from ₹13.30 million for Fiscal 2022, decrease in the income tax of earlier year to ₹(0.71) million for Fiscal 2023 from ₹0.73 million for Fiscal 2022. As a result, total tax expense amounted to ₹229.06 million for Fiscal 2023 from ₹77.03 million for Fiscal 2022.

Profit after tax for the period

As a result of the foregoing factors, our profit after tax for the period increased by 58.43% to ₹875.41 million for Fiscal 2023 from ₹552.54 million for Fiscal 2022.

Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to finance our working capital needs for our operations. We have met these requirements through cash flows from operations, equity infusions from shareholders and borrowings. As of September 30, 2024, we had ₹1,915.08 million in inventories, ₹3.358.54 million in financial assets including trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans and other financial assets and ₹50.53 million in other current assets.

For the six months period ended September 30, 2024, and Fiscals 2024, 2023 and 2022, and our total liabilities based on our Restated Consolidated Financial Information amounted to ₹3,891.36 million, ₹3,307.81million, ₹3,958.65 million and ₹3,368.86 million, respectively.

Cash Flows Based on Restated Consolidated Financial Information

The table below summarizes the statement of cash flows, as per our cash flow statements, for the periods indicated:

	Six months period ended September 30, 2024	Fiscal		
		2024	2023	2022
	(in ₹ million)			
Net cash generated by operating activities	468.36	883.11	519.75	7.44
Net cash generated from / (used in) investing activities	(729.09)	(356.53)	(178.16)	20.11
Net cash used in financing activities	263.83	(555.69)	(312.73)	(27.84)
Cash and cash equivalents at the end of the year	5.28	2.18	31.29	2.41

Operating Activities

Six months ended September 30, 2024

Our net cash generated from operating activities was ₹468.36 million in six months ended September 30, 2024. Our operating profit before working capital change was ₹855.46 million in six months ended September 30, 2024. The movements in working capital in six months ended September 30, 2024 primarily consisted of (i) increase in trade receivables of ₹819.88 million, (ii) decrease in other financial assets of ₹127.65 million, (iii) decrease in the inventories of ₹473.46 million, (iv) increase in other assets of ₹137.26 million, (v) decrease in trade payables of ₹20.84 million, (vi) increase in other financial liabilities of ₹96.21 million, (vii) increase in other liabilities of ₹39.64 million, and (viii) increase in the provisions of ₹4.51 million.

Fiscal 2024

Our net cash generated from operating activities was ₹883.11 million in Fiscal 2024. Our operating profit before working capital change was ₹1,214.91 million in Fiscal 2024. The movements in working capital in Fiscal 2024 primarily consisted of (i) decrease in the trade receivables of ₹786.18 million, (ii) increase in other financial assets of ₹73.36 million, (iii) increase in the inventories of ₹519.30 million, (iv) increase in other assets of ₹35.17 million, (v) decrease in trade payables of ₹410.42 million, (vi) increase in other financial liabilities of ₹11.13 million, (vii) decrease in other liabilities of ₹18.61 million, and (viii) increase in provisions of ₹12.18 million.

Fiscal 2023

Our net cash generated from operating activities was ₹519.75 million in Fiscal 2023. Our operating profit before working capital change was ₹1,410.67 million in Fiscal 2023. The movements in working capital in Fiscal 2023 primarily consisted of (i) increase in the trade receivables of ₹610.32 million, (ii) increase in other financial assets of ₹50.28 million, (iii) increase in inventories of ₹645.73 million, (iv) decrease in other assets of ₹21.58 million, (v) increase in trade payables of ₹446.51 million, (vi) decrease in other financial liabilities of ₹4.12 million, (vii) increase in other liabilities of ₹118.06 million, and (viii) increase in provisions of ₹7.14 million.

Fiscal 2022

Our net cash generated from operating activities was ₹7.45 million in Fiscal 2022. Our operating profit before working capital change was ₹887.94 million in Fiscal 2022. The movements in working capital in Fiscal 2022 primarily consisted of (i) increase in the trade receivables of ₹1,072.73 million, (ii) increase in other financial assets of ₹50.75 million, (iii) increase in inventories of ₹128.71 million, (iv) increase in other assets of ₹5.11 million, (v) increase in trade payables of ₹385.47 million, (vi) decrease in other financial liabilities of ₹0.92 million primarily, (vii) increase in other liabilities of ₹18.81 million, and (viii) increase in provisions of ₹0.74 million.

Investing Activities

Six months ended September 30, 2024

Our net cash (used) in investing activities was ₹729.09 million in six months ended September 30, 2024. This was primarily due to payment for bank deposits of ₹381.25 million, purchase of property, plant and equipment of ₹369.02 million, purchase of intangible assets of ₹0.32 million, purchase of other investment of ₹1.59 million, dividends received of ₹0.12 million and interest income of ₹19.78 million.

Fiscal 2024

Our net cash (used) in investing activities was ₹356.53 million in Fiscal 2024. This was primarily due to payment for bank deposits of ₹66.18 million, purchase of property, plant and equipment of ₹322.04 million, purchase of intangible assets of ₹3.18 million, purchase of other investment of ₹0.00 million, dividends received of ₹0.08 million, and interest income of ₹34.79 million.

Fiscal 2023

Our net cash (used) in investing activities was ₹178.16 million in Fiscal 2023. This was primarily due to payment for bank deposits of ₹134.03 million, purchase of property, plant and equipment of ₹68.46 million, purchase of intangible assets of ₹0.00 million, purchase of other investment of ₹0.94 million, dividends received of ₹0.05 million, and interest income of ₹25.22 million.

Fiscal 2022

Our net cash generated in investing activities was ₹20.11 million in Fiscal 2022. This was primarily due to payment for bank deposits of ₹27.68 million, purchase of property, plant and equipment of ₹23.63 million, purchase of intangible assets of ₹0.00 million, purchase of other investment of ₹1.48 million and interest income of ₹17.54 million.

Financing Activities

Six months ended September 30, 2024

Our net cash generated in financing activities was ₹263.83 million in the six months ended September 30, 2024. This was primarily due to repayment of lease liabilities of ₹5.10 million, proceeds from short term borrowings of ₹419.95 million, proceeds from long term borrowings of ₹ (24.56) million and finance cost of ₹126.46 million.

Fiscal 2024

Our net cash (used) in financing activities was ₹555.69 million in Fiscal 2024. This was primarily due to repayment of lease liabilities of ₹10.41 million, proceeds from short term borrowings of ₹ (217.69) million, proceeds from long term borrowings of ₹ (27.27) million and finance cost of ₹300.31 million.

Fiscal 2023

Our net cash (used) in financing activities was ₹312.73 million in Fiscal 2023. This was primarily due to repayment of lease liabilities of ₹9.04 million, proceeds from short term borrowings of ₹4.93 million, proceeds from long term borrowings of ₹ (32.90) million and finance cost of ₹275.70 million.

Fiscal 2022

Our net cash (used) in financing activities was ₹27.84 million in Fiscal 2022. This was primarily due to repayment of lease liabilities of ₹7.67 million, proceeds from short term borrowings of ₹249.22 million, proceeds from long term borrowings of ₹ (54.05) million and finance cost of ₹215.34 million.

Indebtedness

As of September 30, 2024, we had working capital borrowings of ₹836.20 million, with a debt-to-equity ratio of 0.30 as per the Restated Consolidated Financial Information. Some of our financing agreements include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. We cannot assure you that we will be able to obtain these consents and any failure to obtain these consents could have significant adverse consequences for our business. For further information on our agreements governing our outstanding indebtedness, see "*Financial Indebtedness*" on page 334.

Commitments

The table below sets forth our commitments as of September 30, 2024, as per the Restated Consolidated Financial Information.

Particulars	As at and for the six months ended September 30, 2024	As at and for Fiscal 2024	As at and for Fiscal 2023	As at and for Fiscal 2022
	(in ₹ million)			
Capital Commitments	425.39	378.01	20.77	13.31
Total	**425.39**	**378.01**	**20.77**	**13.31**

Contingent Liabilities

The following table sets forth the principal components of our contingent liabilities as of September 30, 2024, as per the Restated Consolidated Financial Information:

Particulars	As of September 30, 2024
	(in ₹ million)
Bill receivables discounted with the Bank and not matured	172.92
Income tax matters in dispute	6.02
Claims against the Company not acknowledged as debt	24.10
Total	**203.04**

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements in our Restated Consolidated Financial Information.

Related Party Transactions

We enter into various transactions with related parties. For further information see " *Restated Consolidated Financial Information*" on page 254.

Quantitative and Qualitative Disclosures about Market Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Our senior management oversees the management of these risks. Our senior management ensures that our financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with our policies and risk objectives.

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Group's exposure are continuously monitored.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

(in ₹ million)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Expiring within one year *Term Loan*	31.02	51.28	49.48	58.23

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks are interest rate risk, currency risk and other price risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Group has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal. The Group has not used any interest rate derivatives.

(i) Exposure to Interest Rate Risk

(in ₹ million)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Borrowing bearing fixed rate of interest	20.02	34.93	21.73	22.09
Borrowing bearing variable rate of interest	861.33	451.03	709.20	736.81
Total	**881.35**	**485.96**	**730.92**	**758.90**

(ii) Sensitivity Analysis

The following table demonstrates the sensitivity to a reasonably 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 through the impact on floating rate borrowings, as follows:

(in ₹ million)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Interest Rate - Increase by 50 basis points	4.31	2.26	3.55	3.68
Interest Rate - Decrease by 50 basis points	4.31	2.26	3.55	3.68

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group also have operations in international market due to which the Company is also exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to the movement in foreign currency exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in foreign currency). The Group manages its foreign currency risk partly by taking forward exchange contract for transactions of sales and purchases and partly balanced by purchasing of goods/services from the respective countries.

Capital Expenditure

For the six months period ended September 30, 2024, and Fiscals 2024, 2023 and 2022, our capital expenditure (comprising of property, plant and equipment) were ₹488.14 million, ₹351.59 million, ₹72.38 million and ₹37.23 million, respectively as per our Restated Consolidated Financial Information.

The following table sets forth additions to property, plant and equipment by category of expenditure, for the Fiscals indicated below:

(*in ₹ million*)

Particulars	As at and for the six months ended September 30, 2024	As at and for Fiscal 2024	As at and for Fiscal 2023	As at and for Fiscal 2022
Capital expenditure	34.39	232.50	44.25	35.88

Change in accounting policies

Other than as disclosed in the Restated Consolidated Financial Information, there have been no changes in accounting policies in the six months period ended September 30, 2024, and Fiscals 2024, 2023 and 2022.

Significant Economic Changes

Other than as described above under the heading titled "*Principal Factors Affecting Our Financial Condition and Results of Operations*," to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

Unusual or Infrequent Events of Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled "*Principal Factors Affecting Our Financial Condition and Results of Operations*" and the uncertainties described in the section titled "*Risk Factors*" on page 25. To our knowledge, except as described or anticipated in this Draft Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

Future Relationship Between Cost and Income

Other than as described in this Draft Red Herring Prospectus, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

New products, Services or Business Verticals

Other than as described in "*Our Business*" on page 187 of this Draft Red Herring Prospectus, there are no new offerings or business verticals in which we operate.

Seasonality of Business

Given the nature of our business operations, we generally do not believe that our business is seasonal.

Suppliers or Customer Concentration

We are dependent on major customers and suppliers for a significant portion of our revenue. For details, see "– *Principal Factors Affecting Our Financial Condition and Results of Operations*"

Competitive Conditions

We expect to continue to compete with existing and potential competitors in respective segments of our offerings. For details, please refer to the discussions of our competition in "*Risk Factors*" and "*Our Business*" on pages 25 and 187, respectively.

Reservations, Qualifications and Adverse Remarks Included by Auditors

There are no reservations, qualifications and adverse remarks included by our Statutory Auditors in the Restated Consolidated Financial Information.

Significant Developments After September 30, 2024

Except as disclosed elsewhere in this Draft Red Herring Prospectus, to the best of the knowledge of the Company, there are no significant developments after the date of last balance sheet i.e. September 30, 2024.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2024, on the basis of our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information*" and "*Risk Factors*" on pages 304, 254 and 25, respectively.

(₹ in million, except ratios)

Particulars		**Pre-Offer at September 30, 2024**	**As adjusted for the proposed Offer[(1)]**
Borrowings			
Current borrowings*		867.22	[●]
Non-current borrowings (including current maturity and interest accrued and due on borrowings)*		14.13	[●]
Total Borrowings	**(A)**	**881.35**	[●]
Equity			
Equity share capital*		143.17	[●]
Other equity*		2,690.77	[●]
Total equity	**(B)**	**2,833.94**	[●]
Total Capital		**3,715.29**	
Ratio: Non-current borrowings/ Total equity		**0.01**	[●]
Ratio: Total borrowings / total equity		**0.31**	[●]

**These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*

Notes:

1) *Non-current borrowings include Secured term loans from Bank and Secured term loans from others and current maturities of long term borrowings.*
2) *Equity share capital includes issued, subscribed & fully paid up equity shares.*
3) *Other equity includes Securities Premium, General Reserve, Retained earnings, Equity instruments through other comprehensive income and Other items of OCI.*

FINANCIAL INDEBTEDNESS

Our Company avails fund based and non-fund-based facilities in the ordinary course of business for purposes such as, *inter alia*, meeting our working capital requirements or business requirements. We have obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer, including, *inter alia*, for effecting a change in our shareholding pattern, for effecting a change in the composition of our Board, and for amending our constitutional documents.

Set forth below is a brief summary of our aggregate outstanding borrowings of our Company as on January 20, 2025.

(in ₹ million)

Category of Borrowing	Sanctioned Amount	Amount outstanding
OUR COMPANY		
Secured Borrowings		
Fund Based - Term Loan	1,523.00	818.11
Working Capital		
-Fund Based Limits	1,000.00	163.68
-Non-fund Based Limits	6,315.00	5,279.83
Total	**8,838.00**	**6,261.62**

Principal terms of the borrowings currently availed by us:

Brief details of the terms of our various borrowing arrangements are provided below and there may be similar/ additional terms, conditions and requirements under the borrowing arrangements entered into by us with our lenders:

1. ***Interest:*** The term loan and working capital facilities availed by our Company typically have floating rates of interest linked to a base rate as specified by respective lenders with a spread for the fund-based facilities and commission for non-fund based facilities, which are subject to mutual discussions between the relevant lenders and us.

2. ***Tenor:*** The tenor of the working capital facilities availed by our Company typically ranges from a period of 12 months and is subject to annual review and renewal by the relevant lender, whereas the term loan facilities availed by our Company typically range between 5 year to 7 years.

3. ***Security:*** The borrowings availed by our Company are secured by, *inter alia*, the following:

    a) Pari-passu charge over entire current assets such as stock, receivables etc. of the Company;

    b) Equitable mortgage over factory land and building at plot No 1503-04,1701-02,1505/1&2;

    c) Equitable mortgage over open land at village Bhayali Vadodara and Ground Floor 1 to 19 of commercial office at Neptune Edge Vadodara; and

    d) Exclusive charge by way Mortgage over industrial land and building of Vadod Unit.

    There may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Re-payment:*** The working capital facilities availed by our Company are typically repayable on demand or on their respective due dates within the maximum tenure. The term loans availed by our Company are typically repayable in 7 years, as per the repayment schedule stipulated in the relevant loan documentation.

5. ***Restrictive Covenants:*** Certain of the borrowing arrangements of our Company provide for covenants restricting certain corporate actions, and we are required to take the prior approval of the lender before carrying out such activities. For instance, certain corporate actions for which we require the prior written consent from the relevant lender include:

    (a) effecting any change in ownership, control, management and constitution of our Company or our Subsidiaries;

    (b) effecting any changes to the capital structure or shareholding pattern and key managerial personnel;

    (c) entering into any merger, de-merger, amalgamation, reorganisation or consolidation or formulating any scheme of reconstruction, arrangement or compromise with the creditors;

(d) making any amendment to the constitutional documents;

(e) diversification, modernisation or substantial expansion of any of its existing business, operations or project;

(f) undertake any new project, implement any scheme of expansion or invest in any other entity or change the general nature of business;

(g) declaring or paying dividend; or

(h) dispose of the majority of our properties and assets.

6. ***Events of Default:*** The borrowing arrangements entered into by us with the lenders contain certain instances, occurrence of which may result into 'event of default', including:

(a) failure or delay in making payment/repayment of any principal amount or interest on the relevant due dates;

(b) failure to observe or comply with the terms and conditions, breach of ownership, management, financial or other covenants, breach of representations and warranties under the borrowing arrangements;

(c) utilisation of the facilities or any part thereof for purposes other than as sanctioned by the lender;

(d) change in ownership, management or control of our Company or our Subsidairies without prior consent of the lender;

(e) any notice or action in relation to actual or threatened liquidation or dissolution or bankruptcy or insolvency against our Company or our Subsidiaries;

(f) any change or threat to change the general nature or scope of the business of our Company or our Subsidiaries;

(g) change in constitutional documents without prior consent of the lender, which is prejudicial to the interests of the lender;

(h) failure to create security within the specified time period under the borrowing arrangements;

(i) breach or default under any other agreement involving borrowing of money by our Company or our Subsidiaries; and

(j) any circumstance or event which would or is likely to prejudicially or have a material adverse effect in any manner the capacity of our Company or our Subsidiaries to repay any loans or any part thereof.

This is an indicative list and there may be additional instances that may amount to an event of default under the various borrowing arrangements entered into by us.

7. ***Consequences of events of default:*** In terms of our borrowing arrangements, as a consequence of occurrence of events of default, our lenders may:

(a) demand immediate repayment and withdraw/cancel the undrawn facility;

(b) suspend further access/drawdowns, either in whole or in part, of the facility;

(c) impose penal interest;

(d) invoke the corporate guarantees;

(e) appoint a nominee director/observer on the board of directors;

(f) issue a notice for conversion of outstanding loan obligations into equity or other securities;

(g) enforce their security interest; and

(h) disclose details of borrowings and default to regulators/third parties.

The above is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us.

For further details on the principal terms of our borrowings, see "*Restated Consolidated Financial Information*" on page 254 and for further details on financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – Our indebtedness and the conditions and restrictions imposed by our financing agreements and any non-compliance thereof may lead to, among others, suspension of further drawdowns, which could have an adverse effect on our business, results of operations and financial condition."* on page 40.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no pending: (i) criminal proceedings (including matters which are at the first information report stage even if no cognizance has been taken by any court); (ii) outstanding actions by statutory or regulatory authorities (including penalties and show cause notices); (iii) claims relating to direct and indirect taxes; and (iv) any other pending civil litigation/arbitration proceedings (including claims related to direct and indirect taxes) which has been determined to be material pursuant to the Materiality Policy (as disclosed herein below), each involving our Company, its Subsidiaries, Directors or Promoters (collectively, the "**Relevant Parties**"). Further, except as disclosed in this section, there are (a) no disciplinary actions (including penalties imposed) initiated by SEBI or a stock exchange against our Promoters in the last five Fiscals immediately preceding the date of this Draft Red Herring Prospectus, including any outstanding action; or (b) pending litigation involving our Group Company which may have a material impact on our Company in the opinion of our Board.*

For the purpose of (iv) above, our Board in its meeting held on January 31, 2025 has considered and adopted the Materiality Policy for identification of material outstanding litigation involving Relevant Parties. In accordance with the Materiality Policy:

*(i) all outstanding civil litigation /arbitration proceedings (including claims related to direct and indirect taxes) involving the Relevant Parties in which the aggregate monetary claim made by or against the Relevant Parties is equal to or in excess of (a) 2% of the turnover of our Company as per the Restated Consolidated Financial Information for the preceding financial year; or (b) 2% of the net worth of our Company as per the Restated Consolidated Financial Information as at the end of the preceding financial year; or (c) 5% of the average of the absolute value of the profit/loss after tax of our Company as per the Restated Consolidated Financial Information of the preceding three financial years disclosed in the relevant Offer Documents, whichever is lower. For the purpose of the foregoing clause (c), it is clarified that the average of the absolute value of profit or loss after tax is to be calculated by disregarding the 'sign' (positive or negative) that denotes such value ("**Threshold**");*

2% of the turnover of our Company, as per the Restated Consolidated Financial Information for Fiscal 2024 is ₹ 173.51 million, 2% of the net worth of our Company, as per the Restated Consolidated Financial Information as at March 31, 2024 is ₹ 45.69 million and 5% of the average of absolute value of profit or loss after tax of our Company, as per the Restated Consolidated Financial Information for the last three Fiscals is ₹ 34.36 million. Accordingly, ₹ 34.36 million has been considered as the Threshold.

(ii) all outstanding civil litigation /arbitration proceedings involving the Relevant Parties wherein the monetary liability is (a) not quantifiable, or (b) which is in excess of the Threshold, but the outcome of such a proceeding could, nonetheless, have a material adverse effect on the financial position, business, operations, prospects, or reputation of our Company, in the opinion of our Board; and

(iii) all outstanding civil litigation /arbitration proceedings involving the Relevant Parties wherein the decision in such a proceeding is likely to affect the decision in similar proceedings, such that the cumulative amount involved in such proceedings exceeds the Threshold, even though the amount involved in any individual proceeding does not exceed the Threshold.

For the purposes of the above, (a) first information reports (whether cognizance has been taken or not) initiated against the Relevant Parties or our Group Company shall also be disclosed in this Draft Red Herring Prospectus; and (b) pre-litigation notices received by the Relevant Parties or our Group Company from third parties (excluding those notices issued by statutory or regulatory or governmental or taxation authorities or notices threatening initiation of criminal action to the Relevant Parties) shall, unless otherwise decided by our Board, not be considered as outstanding litigation until such time the Relevant Party or our Group Company is impleaded as a party in proceedings before any judicial or arbitral forum.

Except as stated in this section, there are no outstanding material dues to the creditors of our Company. Further, in accordance with the Materiality Policy, our Company has considered such creditors 'material' to whom the amount due is equal to or in excess of 5% of the consolidated trade payables of our Company as at the end of the most recent fiscal/period covered in the Restated Consolidated Financial Information. The consolidated trade payables of our Company as on September 30, 2024 was ₹ 2,362.38 million as per the Restated Consolidated Financial Information. Accordingly, a creditor has been considered 'material' if the amount due to such creditor is equal to or exceeds ₹ 118.12 million (being 5% of the consolidated trade payables of our Company as on September 30, 2024 as per the Restated Consolidated Financial Information). For outstanding dues to any creditor which is a micro, small or medium enterprise, the disclosure will be based on information available with the Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder.

Unless stated to the contrary, all terms defined in a particular litigation disclosure below are for that particular litigation only.

Litigation involving our Company

Litigation against our Company

Criminal litigation

Patit Pawan Banerjee, proprietor of Ajaneya Enterprises, filed a private complaint bearing complaint case number 14995/2023 before the Judicial Magistrate First Class, Ranchi, against our Company, one of our directors i.e. Niral Krupeshbhai Patel and certain other employees, alleging cheating and dishonestly inducing delivery of property, criminal intimidation and defamation under Sections 420, 500 and 506 of the Indian Penal Code, 1860, in relation to non-payment of commission for securing tenders from Jharkhand Urja Sancharan Nigam Limited and the supply of defective transformers. Our Company and its officials subsequently filed an anticipatory bail application bearing reference number A.B.P. No. 3493 of 2024 before the Court Judicial Commissioner, Ranchi, which led to mediation and a settlement agreement. Following the settlement, our Company along with its officials filed a quashing petition bearing reference number Cr.M.P. No. 1713 of 2024 before the Jharkhand High Court to quash the proceedings before the Judicial Magistrate First Class, Ranchi. The matter is currently pending before the High Court.

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Company.

Actions taken by regulatory or statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no actions taken by regulatory or statutory authorities against our Company.

Litigation by our Company

Criminal litigation

As on the date of the Prospectus, there are no criminal proceedings initiated by our Company

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Company.

Litigation involving our Subsidiaries

Litigation against our Subsidiaries

Criminal litigation

As on the date of this Draft Red Herring Prospectus, there are no criminal litigations filed against our Subsidiaries.

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Subsidiaries.

Actions taken by regulatory or statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no actions taken by any regulatory or statutory authorities against our Subsidiaries.

Litigation by our Subsidiaries

Criminal litigation

As on the date of this Draft Red Herring Prospectus, there are no criminal litigations filed by our Subsidiaries.

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Subsidiaries.

<u>Litigation involving our Promoters</u>

Against our Promoters

Criminal litigation

Except as disclosed in the section "*Outstanding Litigation and Material Developments - Litigation against our Company*" at page 338, there is no criminal litigation outstanding against the Promoters:

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Promoters.

Actions taken by regulatory or statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no actions taken by any regulatory or statutory authorities against our Promoters.

By our Promoters

Criminal litigation

As on the date of this Draft Red Herring Prospectus, there are no criminal litigations filed by our Promoters.

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Promoters.

<u>Litigation involving our Directors</u>

Against our Directors

Criminal litigation

In addition to the case disclosed in the section "*Outstanding Litigation and Material Developments - Litigation against our Company*" at page 338, there is no criminal litigation outstanding against our Directors, except as stated below:

Gujarat Energy Transmission Corporation Limited ("**GETCO**") had issued a tender to NG Realty Private Limited ("**Complainant**") for certain construction services which was to be completed within a specified timeline. Subsequently, due to incomplete performance of the terms mentioned in the contract, GETCO withheld a portion of the payment towards Complainant. Aggrieved by this, Complainant, along with some of its employees, filed a civil suit and then later, a first information report ("**FIR**") against the managing director of GETCO, Bhadresh Bhupendrabhai Chauhan and others ("**Respondents**"). Subsequently, the Respondents filed a petition under section 482 of Criminal Procedure Code, 1908 for quashing of this FIR before the High Court of Gujarat ("**High Court**"). Pursuant to this petition, the High Court took cognisance of this matter and imposed a stay order on this FIR till the completion of the quashing proceedings and the Jurisdictional Sessions Court granted anticipatory bails to the Respondents. In response to these bails, the Complainants filed for cancellation of the aforementioned bails in the High Court. Both the cases are currently pending.

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Directors.

Actions taken by regulatory or statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no actions taken by regulatory or statutory authorities against our Directors.

By our Directors

Criminal litigation

As on the date of this Draft Red Herring Prospectus, there are no criminal litigations filed by our Directors.

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Directors.

Outstanding litigation involving our Group Company, which has a material impact on our Company

Except as set out above and except for the litigations set out below, there are no outstanding litigations involving our Group Companies which have a material impact on the Company:

i. M/s JS Steel Co. Ltd. ("**JSCL**"), the operational creditor, filed a petition against Amod Stampings Private Limited ("**ASPL**"), the corporate debtor, under Section 9 of the Insolvency and Bankruptcy Code, 2016, before the National Company Law Tribunal, Ahmedabad Bench, ("**NCLT, Ahmedabad Bench**") bearing case number C.P. (IB)/ 250 (AHM) 2023. ASPL has submitted written submissions before the NCLT, Ahmedabad Bench, in accordance with the order dated November 26, 2024. The matter is currently pending before the NCLT, Ahmedabad Bench.

Claims related to direct and indirect taxes

Except as disclosed, there are no claims related to direct and indirect taxes, involving our Company, Subsidiaries, Promoters and Directors:

Nature of case	Number of cases	Amount involved* (in ₹ million)
Company		
Direct Tax	4	11.85
Indirect Tax	1	0.27
Subsidiaries		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Promoters		
Direct Tax	2	5.42
Indirect Tax	Nil	Nil
Directors		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

**To the extent quantifiable.*

Outstanding dues to Creditors

In terms of the Materiality Policy, creditors of our Company to whom an amount exceeding 5% of the consolidated trade payables as of September 30, 2024, based on the Restated Consolidated Financial Information of our Company was outstanding, were considered 'material' creditors. Our total trade payables as of September 30, 2024, was ₹ 2,362.38 million and accordingly, creditors to whom outstanding dues as of September 30, 2024, exceed ₹ 118.12 million have been considered as material creditors for the purposes of disclosure in this Draft Red Herring Prospectus. Details of outstanding dues towards our material creditors are available on the website of our Company at https://aetrafo.com/outstandnig-dues.aspx.

Based on the Materiality Policy, details of outstanding dues owed as of September 30, 2024, by our Company, on a consolidated basis are set out below:

Types of Creditors*	Number of creditors	Amount involved (in ₹ million)
MSMEs*	183	428.80
Material creditors	06	1,509.82
Other creditors	152	423.76
Total outstanding dues	**341**	**2,362.38**

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

Material developments

Other than as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operations"* on page 304, there have not arisen, since the date of the Restated Consolidated Financial Information (i.e. March 31, 2024) disclosed in this Draft Red Herring Prospectus, any circumstances which may materially and adversely affect, or are likely to affect, within the next 12 months, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities.

Other Confirmations

There are no findings/ observations of any regulators that are material, and which need to be disclosed or non-disclosure of which may have a bearing on the investment decision. Further, our Company has not received any findings/ observations from SEBI pursuant to the Offer, as on the date of this Draft Red Herring Prospectus.

GOVERNMENT AND OTHER APPROVALS

*Our business requires various approvals, consents, licenses, registrations, and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. Our Company is required to obtain certain approvals in the ordinary course of business under applicable local laws. Set out below is an indicative list of all material approvals, consents, licenses, registrations, and permits obtained by our Company for the purposes of undertaking their respective businesses and operations (“**Material Approvals**”). Except as mentioned below, no further Material Approvals are required for carrying on the present business activities and operations of our Company. Additionally, unless otherwise stated herein, these approvals, consents, licenses, registrations, and permits are valid as on the date of this Draft Red Herring Prospectus. Certain Material Approvals may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures, and our Company have either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal applications in accordance with applicable law. We have also set out below (i) material approvals or renewals applied for but not yet received; and (ii) material approvals expired and renewal yet to be applied for. For further details in connection with the regulatory and legal framework applicable to our Company, see “History and Certain Corporate Matters”, and “Key Regulations and Policies” on pages 217 and 210 respectively.*

A. Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see “*Other Regulatory and Statutory Disclosures – Authority for the Offer*” on page 347.

B. Incorporation Details

i. Certificate of incorporation dated December 15, 1988, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, at Ahmedabad to our Company, under the name ‘*Atlanta Electricals Private Limited*’.

ii. Fresh certificate of incorporation consequent on conversion of our Company to a public limited company from ‘*Atlanta Electricals Private Limited*’ to ‘*Atlanta Electricals Limited*’ dated April 10, 1996, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, at Ahmedabad on account of change from a private to a public limited company.

iii. Fresh certificate of incorporation consequent to re-conversion of our Company to a private limited company, from ‘*Atlanta Electricals Limited*’ to ‘*Atlanta Electricals Private Limited*’ dated March 31, 2003, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli, at Ahmedabad.

iv. Fresh certificate of incorporation consequent on re-conversion of our Company, to a public limited company from ‘*Atlanta Electricals Private Limited*’ to ‘*Atlanta Electricals Limited*’ dated December 20, 2024, issued by the Registrar of Companies, Gujarat at Ahmedabad.

v. The CIN of our Company is U31110GJ1988PLC011648.

C. Tax related approvals

1. The permanent account number of our Company is AABCA6647B, issued by the Income Tax Department, Government of India.

2. The tax deduction account number of our Company is BRDA01777G, issued by the Income Tax Department, Government of India.

3. We have obtained goods and services tax identification numbers under the applicable provisions of the goods and services tax legislations applicable to our Company in the states and union territories where we operate.

4. Certificate of importer-exporter code bearing number 889000760 issued by the Office of Joint Director General of Foreign Trade, Ministry of Commerce, Government of India.

D. Labour and employment related approvals

1. Registration under the Employees Provided Fund and Miscellaneous Provisions Act, 1952, bearing the code number GJAHD00191990000 issued by the Employees Provident Fund Organisation.

E. Material approvals in relation to our Company’s business and operations

1. Consolidated consent and authorisation bearing reference number GPCB/ANA/CCA-/ID-12962/5012 issued by the Gujarat Pollution Control Board, under the Water (Prevention and Control of Pollution) Act, 1974, as amended, Air (Prevention and Control of Pollution) Act, 1981, as amended, Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 framed under Environment Protection Act, 1986, as amended, for our Anand Unit 1, valid up to March 31, 2029.

2. Consolidated Consent and Authorisation bearing reference number GPCB/ ANA/ CCA-CCA-AND-510/ ID-88819/4326/2023 issued by the Gujarat Pollution Control Board, under the Water (Prevention and Control of Pollution) Act, 1974, as amended, Air (Prevention and Control of Pollution) Act, 1981, as amended, Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 framed under Environment Protection Act, 1986, as amended, for our Anand Unit 2, valid up to March 31, 2028.

3. Consent for operation bearing combined consent order number AW-319705 issued by the Karnataka State Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974, as amended, Air (Prevention and Control of Pollution) Act, 1981, as amended, Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 framed under Environment Protection Act, 1986, as amended, for our Bangalore Unit, valid up to September 30, 2029.

4. Certificate of verification bearing identification number KNT135 issued by the Assistant Controller of Legal Metrology, Bangalore – Rural, Department of Legal Metrology under the Karnataka Legal Metrology (Enforcement) Rules, 2021, as amended, for our Bangalore Unit.

5. Certificate of stability bearing number MHD/AEP/178/2022 issued by Mitesh H. Dave, chartered engineer, under Gujarat Factories Rules, 1963, as amended, for our Anand Unit 1, valid up to January 10, 2027.

6. Certificate of stability bearing number MHD/AEP/124/2023 issued by Mitesh H. Dave, chartered engineer, under Gujarat Factories Rules, 1963, as amended for our Anand Unit 2, valid up to April 13, 2028.

7. Certificate of stability dated November 15, 2023, issued by Karthik B J, B.E. (civil engineer), under Karnataka Factories Rules, 1969, as amended for our Bangalore Unit. Further the validity period for this certificate of stability is five years from the date of issue, under the Karnataka Factories Rules, 1969, as amended.

8. License to work a factory bearing license number 28063 issued under Gujarat Factories Rules, 1963, as amended, by the Assistant Director, Industrial Safety & Health for our Anand Unit 1, valid up to December 31, 2026.

9. License to work a factory bearing license number 36031 issued under Gujarat Factories Rules, 1963, as amended, by the Assistant Director, Industrial Safety & Health for our Anand Unit 2, valid up to December 31, 2026.

10. License to work a factory bearing license number MYB24527 issued under Karnataka Factories Rules, 1969 issued by the Government of Karnataka, Factories, Boilers Industrial Safety and Health Department for our Bangalore Unit, valid up to December 31, 2026.

11. Employment Exchange certificate issued by Director of General Training under the Employment Exchange Act, 1959

12. Certificate from Gujarat Labour Welfare Board, organisation account number HO/0000531 issued under The Gujarat Labour Welfare Fund Act, 1953.

13. Licenses issued by the Office of the Controller, Legal Metrology, Gujarat State under the Legal Metrology Act, 2009, for Anand Unit 1 and Anand Unit 2, on March 22, 2024, and valid till March 22, 2025.

14. Factory layout plan issued by the Director, Industrial Safety and Health under the Factories Act, 1948, dated January 30, 2025.

F. Material approvals pending in respect of our Company

I. Material approvals or renewals for which applications are currently pending before relevant authorities

Sr. No.	Description	Authority	Date of application
1.	Building and Other Construction Application for Vadod Unit	Assistant Director Industrial Safety and Health, Anand	January 20, 2025

II. *Material approvals expired and renewals yet to be applied for*

Nil

G. Intellectual Property related approvals

For details, see "*Our Business - Our Business Operations - Intellectual Property Rights*" on page 205 and for risks associated with our intellectual property, see "*Risk Factors – As on the date of this Draft Red Herring Prospectus we do not have any registered trademarks. Our inability to protect any of our intellectual property rights including misappropriation, infringement or passing off of our intellectual property or failure to obtain our trademarks could have an adverse impact on our business.*" on page 47.

OUR GROUP COMPANY

As per the SEBI ICDR Regulations, the term 'group companies', for the purpose of identification and disclosure in the Offer Documents, shall include (i) such companies (other than our Promoter(s) and our Subsidiaries with which there were related party transactions, in accordance with Ind AS 24, as disclosed in the Restated Consolidated Financial Information as disclosed in this Draft Red Herring Prospectus; and (ii) any other companies considered material by our Board of the relevant issuer company.

With respect to (ii) above, our Board in its meeting held on January 31, 2025, adopted the Materiality Policy, pursuant to which companies (except those covered in (i) above) shall be considered "material" and will be disclosed as a "group company" if the companies which are members of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and has entered into one or more transactions with our Company during the most recent financial year (or relevant stub period, if applicable) in the Restated Consolidated Financial Information of our Company included in the Offer Documents, which individually or in the aggregate, exceed 10% of the restated total consolidated revenue from operations of our Company as per the Restated Consolidated Financial Information of our Company for the most recent financial year and/or the relevant sub period, have been identified by the Company as a Group Company.

Accordingly, in terms of the policy adopted by our Board for the identification of group companies, our Board has identified the following as the Group Company of our Company:

Sr. No.	Group Company	Registered office address
1.	Amod Stampings Private Limited	At & Po Samiala, Padra Road, Baroda, Gujarat – 391 410, India.

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of our Group Company for the last three years extracted from their respective audited financial statements shall be hosted on the website indicated below:

- reserves (excluding revaluation reserve);
- sales;
- profit/(loss) after tax;
- earnings per share;
- diluted earnings per share; and
- net asset value.

Our Company is providing link to the websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of our Group Company and other information provided on the websites given above does not constitute a part of this Draft Red Herring Prospectus. The information provided on the websites should not be relied on or used as a basis for any investment decision. Anyone placing reliance on any other source of information would be doing so at their own risk.

Neither our Company nor any of the BRLMs nor any of the Company's, BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained in the websites given above.

In accordance with the SEBI ICDR Regulations, details of our Group Company are set out below.

Details of the Group Company

1. **Amod Stampings Private Limited**

   Registered office

   The registered office of Amod Stampings Private Limited is situated at At & Po Samiala, Padra Road, Baroda, Gujarat – 391 410, India.

   Financial information

   In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value derived from the audited financial statements of Amod Stampings Private Limited for Fiscals 2024, 2023 and 2022 are available at https://amodstamp.com/financial-information/.

Litigation

Except as disclosed in the "*Outstanding Litigation and Material Developments - Outstanding litigation involving our Group Company, which has a material impact on our Company*", our Group Company is not a party to any pending litigation which may have material impact on our Company.

Common Pursuits amongst our Group Company with our Company

As on date of this Draft Red Herring Prospectus, there are no common pursuits between our Company or its Subsidiaries or Associates and our Group Company. We shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, as and when they may arise.

Related business transactions with our Group Company and significance on the financial performance of our Company

Other than disclosed in "*Summary of the Offer Document – Summary of Related Party Transactions"* on page 22, there are no other related business transactions between our Group Company and our Company.

Nature and extent of interest of our Group Company

a) Business Interests

Except as disclosed in "*Summary of the Offer Document – Summary of Related Party Transactions*" and the "*Restated Consolidated Financial Information*" on pages 22 and 254 respectively, our Group Company has no business interest in our Company.

b) In the promotion of our Company

Our Group Company does not have any interest in the promotion or formation of our Company.

c) In the properties acquired by us in the three years preceding this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Company is not interested, directly or indirectly, in any property acquired by our Company in the preceding three years or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus

d) In transactions for acquisition of land, construction of building and supply of machinery

Our Group Company is not interested, directly or indirectly, in any transactions for the acquisition of land, construction of building, supply of machinery, with our Company.

Other confirmations

Our Group Company does not have equity shares listed on a stock exchange in India or abroad.

Our Group Company has not made any public / rights / composite issue (as defined under the SEBI ICDR Regulations) of securities in the last three years.

There are no conflicts of interest between our Group Company (including their respective directors) and any lessors/ owners of immovable properties (who are crucial for operations of the Company)

There are no conflict of interest between our Group Company (including their respective directors) and any suppliers of raw materials and third party service providers (who are crucial for operations of the Company).

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised pursuant to the resolution passed by our Board dated January 25, 2025 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated January 25, 2025. Further, the Board has taken on record the consent and authorisation of the Selling Shareholders to participate in the Offer for Sale pursuant to a resolution dated January 25, 2025.

This Draft Red Herring Prospectus has been approved by our Board, pursuant to a resolution dated February 4, 2025 for filing with SEBI and the Stock Exchanges.

The Equity Shares being offered by the Selling Shareholders in the Offer for Sale have been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus with SEBI, calculated in the manner as set out under Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.

Each of the Selling Shareholders has severally and not jointly confirmed and approved its participation in the Offer for Sale and also has authorized the sale of its portion of the Offered Shares in the Offer for Sale as set out below:

Name of Selling Shareholder	Maximum number of Offered Shares	Date of corporate approval	Date of consent letter
Atlanta UHV Transformers LLP	Up to 435,900 equity shares of face value of ₹2 each aggregating up to ₹ [●] million	January 24, 2025	January 24, 2025
Hemang Harendra Shah	Up to 666,560 equity shares of face value of ₹2 each aggregating up to ₹ [●] million	N.A.	January 24, 2025
Nimish Harendra Shah	Up to 777,185 equity shares of face value of ₹2 each aggregating up to ₹ [●] million	N.A.	January 24, 2025
Dhaval Harshadbhai Mehta (held jointly with Avanee Dhavalbhai Mehta)	Up to 217,500 equity shares of face value of ₹2 each aggregating up to ₹ [●] million	N.A.	January 24, 2025
Gitaben Harshadbhai Mehta (held jointly with Harshadbhai Amritlal Mehta)	Up to 326,250 equity shares of face value of ₹2 each aggregating up to ₹ [●] million	N.A.	January 24, 2025
Jignesh Suryakant Patel	Up to 1,387,500 equity shares of face value of ₹2 each aggregating up to ₹ [●] million	N.A.	January 24, 2025

The Equity Shares proposed to be offered by the Selling Shareholders in the Offer for Sale are free from any lien, encumbrance, transfer restrictions or third-party rights.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI, the RBI or other Governmental Authorities

Our Company, our Directors, our Promoters (including the persons in control of our Corporate Promoter) and the members of the Promoter Group are not prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Each of the Selling Shareholders severally and not jointly confirm, that it/(s)he is not prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoter or Directors are associated with as promoters, directors or persons in control has been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Company, Promoters or Directors have been declared as Wilful Defaulters or Fraudulent Borrowers.

None of our Promoters or Directors have been declared as Fugitive Economic Offenders.

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 at the date of this Draft Red Herring Prospectus.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, our Promoters, the members of the Promoter Group and each of the Selling Shareholders severally and not jointly, confirms that, as on the date of this Draft Red Herring Prospectus, it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them.

Directors associated with the securities market

Except for Mr. Milin Kaimas Mehta who is an independent director in 5paisa Capital Limited, none of our Directors are, in any manner, associated with the securities market. Further, there are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30.00 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), *i.e.*, as at and for the Financial Years 2024, 2023 and 2022, of which not more than 50% of the net tangible assets are held as monetary assets;

- Our Company has an average operating profit of at least ₹150.00 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), *i.e.*, as at and for the Financial Years 2024, 2023 and 2022, with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10.00 million in each of the preceding three full years (of 12 months each), *i.e.*, as at and for the Financial Years 2024, 2023 and 2022, calculated on a restated and consolidated basis; and

- Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as at, and for the last three Fiscals are set forth below:

Description	**As at March 31**		
	2024	**2023**	**2022**
Restated Net Tangible Assets [1] (*₹ in million*)	3,132.48	2,369.00	1,668.21
Restated Monetary Assets [1] (*₹ in million*)	2.18	31.29	2.41
% of Restated Monetary Assets to Restated Net Tangible Assets	**0.07%**	**1.32%**	**0.14%**
Restated Operating profit [2] (*₹ in million*)	1129.60	1351.76	825.12
Restated Net-worth [3] (*₹ in million*)	2,284.72	1,648.95	776.97

Notes:

(1) *Net tangible assets means the sum of net property plant and equipment's, capital work in process, inventories and cash and cash equivalents of the Company as per the Restated Financial Information excluding Intangible Assets (as per IND AS- 38), as defined under the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015).*

(2) *Operating Profit means the profit before finance costs, other income and tax expenses.*

(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, deferred expenditure and miscellaneous expenditure not written off, derived from the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

Our Company has operating profits in each of the Fiscals 2024, 2023 and 2022 in terms of our Restated Financial Information, as indicated in the table above.

Each of the Selling Shareholders has severally and not jointly confirmed its compliance with Regulation 8 of the SEBI ICDR Regulations and approved its participation in the Offer for Sale in relation to its portion of the Offered Shares.

Further, our Company confirms that it eligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, fulfils requirements set out in Regulation 7(1) of the SEBI ICDR Regulations and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The details of our compliance with Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations are as follows:

(a) none of our Company, our Promoters, members of our Promoter Group, our Directors or the Selling Shareholders are debarred from accessing the capital markets by SEBI.

(b) none of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.

(c) none of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower.

(d) neither our Promoters nor any of our Directors are a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018).

(e) 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 of our Company as on the date of filing of this Draft Red Herring Prospectus.

(f) our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively;

(g) our Company along with Registrar to the Offer has entered into tripartite agreements dated July 9, 2024, and October 24, 2024, with NSDL and CDSL, respectively, for dematerialization of the Equity Shares.

(h) the Equity Shares of our Company held by the Promoters are in the dematerialised form.

(i) all the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares outstanding as on the date of filing of this Draft Red Herring Prospectus.

(j) There are 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.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLMs, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED AND AXIS CAPITAL 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, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDERS ARE, SEVERALLY AND NOT JOINTLY, RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THE RESPECTIVE PORTION OF THE EQUITY SHARES BEING OFFERED BY THEM IN THE OFFER FOR SALE, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND EACH OF THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED AND AXIS CAPITAL LIMITED, HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 4, 2025 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 OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus and the Prospectus, as applicable, with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of the filing of the Prospectus with the RoC in terms of Section 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, our Directors, each of the Selling Shareholders 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, or the respective websites of our Promoters, Promoter Group or any affiliate of our Company, would be doing so at his or her own risk.

Each of the Selling Shareholders, severally and not jointly, is providing information in this Draft Red Herring Prospectus only in relation to itself as a selling shareholder and its respective portion of the Offered Shares, and each of the Selling Shareholders, including its directors, partners, affiliates, associates and officers, accepts and/or undertakes no responsibility for any statements made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as a selling shareholder, in relation to itself and its portion of the Offered Shares in this Draft Red Herring Prospectus.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders (to the extent the information pertains to such Selling Shareholder and its portion of Offered Shares) 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.

Neither our Company nor the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank(s) on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not 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, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, employees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the 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, each of the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only.

This Offer is being made in India to persons 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 applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to permission from RBI) or systemically important NBFCs or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, and permitted Non-Residents including FPIs and Eligible NRIs, QIBs, AIFs, FVCIs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares offered in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares offered in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in “offshore transactions” as defined in and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions 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 offshore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being offered and transferred in the Offer and [•] will be the Designated Stock Exchange, with which the Basis of Allotment will be finalised for the Offer.

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 three Working Days from the Bid/Offer Closing Date or such period as may be prescribed by SEBI.

The Company shall refund the money raised in the Offer, together with any interest on such money as required under applicable laws, to the Bidders if required to do so for any reason under applicable laws, including due to failure to obtain listing or trading approval or pursuant to any direction or order of SEBI or any other governmental authority. Each Selling Shareholder shall be, severally and not jointly, liable to refund money raised in the Offer, only to the extent of its Offered Shares, together with any interest on such amount as per applicable laws. Provided that the Selling Shareholders shall not be liable or responsible to pay such interest unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder.

Each of the Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from it in relation to its Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by the SEBI.

Consents

Consents in writing of (a) each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, legal counsel to our Company, the BRLMs, the Registrar to the Offer, lenders to our Company (wherever applicable), CRISIL, Chartered Engineer, in their respective capacities have been obtained; and consents in writing of (b) the Syndicate Members, Monitoring Agency, Sponsor Bank(s), Escrow Collection Bank(s), Public Offer Account Bank(s) and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents obtained under (a) have not be withdrawn as on the date of this Draft Red Herring Prospectus.

Experts

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

Our Company has received written consent dated February 4, 2025, from M/s Parikh Shah Chotalia and Associates, holding a valid peer review certificate from ICAI, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, 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 January 31, 2025, relating to the Restated Consolidated Financial Information and (ii) their report on the statement of tax benefits dated February 4, 2025, available to our Company and its Shareholders included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated January 31, 2025, from M/s Nandaniya Joshi And Associates, the practising company secretary, holding a valid certificate of practice from Institute of Company Secretaries of India, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our practising company secretary, and in respect of certain certificates to be included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

In addition, our Company has also received written consent dated February 4, 2025, from M/s. Adharshila Associates, independent chartered engineer, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in its capacity as an independent chartered engineer, in relation to their certificates.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – public/ rights issue of listed subsidiaries/ promoters

Our Company does not have any listed Subsidiaries or listed Corporate Promoters as on the date of this Draft Red Herring Prospectus.

Commission, brokerage and selling commission paid on previous issues of the Equity Shares

Since this is the initial public offering 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.

Particulars regarding capital issues by our Company and listed Group Companies, Subsidiary or Associate during the previous three years

Our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Our Company does not have any listed subsidiaries or group companies as on the date of this Draft Red Herring Prospectus.

Further, our Company does not have any Associates as on the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by Securities and Exchange Board of India

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

Price information of past issues handled by the BRLMs

A. Motilal Oswal Investment Advisors Limited

1. *Price information of past issues (during current financial year and two financial years preceding the current financial year) overseen by Motilal Oswal Investment Advisors Limited:*

Sr No.	Issue name	Designated Stock Exchange	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Dr. Agarwals Health Care Limited	BSE	30,272.60	402.00	February 4, 2025	396.90	N.A.	N.A.	N.A.
2.	Laxmi Dental Limited	BSE	6,980.60	428.00	January 20, 2025	528.00	N.A.	N.A.	N.A.
3.	Standard Glass Lining Technology Limited	NSE	4,100.51	140.00	January 13, 2025	172.00	N.A.	N.A.	N.A.
4.	Concord Enviro Systems Limited	BSE	5,003.26	701.00	December 27, 2024	832.00	-8.00% [-3.03%]	N.A.	N.A.
5.	Niva Bupa Health Insurance Company Limited	NSE	22,000.00	74.00	November 14, 2024	78.14	+12.97% [+5.25%]	N.A.	N.A.
6.	Acme Solar Holdings Limited (7)	NSE	29,000.00	289.00	November 13, 2024	251.00	+8.21% [4.20%]	N.A.	N.A.
7.	P N Gadgil Jewellers Limited	NSE	11,000.00	480.00	September 17, 2024	830.00	+61.14% [-1.76%]	53.04% [-2.56%]	N.A.
8.	R K Swamy Limited (6)	BSE	4,235.60	288.00	March 12, 2024	252.00	-1.30% [+1.86%]	-6.70% [+4.11%]	-17.57% [+10.20%]
9.	Happy Forgings Limited	NSE	10,085.93	850.00	December 27, 2023	1,000.00	+14.06% [-1.40%]	+4.44% [+2.04%]	+42.78% [+8.53%]
10.	Cello World Limited (5)	NSE	19,000.00	648.00	November 06, 2023	829.00	+21.92% [+7.44%]	+32.99% [+12.58%]	+40.57% [+15.78%]

Notes:

1. *The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the Designated Stock Exchange.*
2. *Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.*
3. *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
4. *Not applicable – Period not completed.*
5. *A discount of Rs. 61 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
6. *A discount of Rs. 27 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*

7. *A discount of ₹ 27 per Equity Share was offered to Eligible Employees bidding in the employee reservation portion.*

2. *Summary statement of price information of past issues handled by Motilal Oswal Investment Advisors Limited:*

Financial Year	Total no. of IPOs	Total funds raised (` Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-25*	7	108,356.97	-	-	1	1	-	2	-	-	-	-	-	-
2023-24	7	62,704.34	-	-	2	-	1	4	-	-	1	-	2	4
2022-23	3	16,265.81	-	-	1	-	-	2	-	-	2	-	-	1

**The information is as on the date of the Draft Red Herring Prospectus.*
The information for each of the financial years is based on issues listed during such financial year.
Notes: Since 30 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
Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange.

B. Axis Capital Limited

1. *Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited:*

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Carraro India Limited(2)	12,500.00	704.00	December 30, 2024	651.00	+5.51% [-2.91%]	N.A.	N.A.
2.	Ventive Hospitality Limited#(2)	16,000.00	643.00	December 30, 2024	716.00	-27.73% [-2.91%]	N.A.	N.A.
3.	Transrail Lighting Limited(1)	8,389.12	432.00	December 27, 2024	585.15	+24.45% [-3.19%]	N.A.	N.A.
4.	International Gemmological Institute (India) Limited^(2)	42,250.00	417.00	December 20, 2024	510.00	+29.51% [-1.59%]	N.A.	N.A.
5.	Zinka Logistics Solutions Limited% (1)	11,147.22	273.00	November 22, 2024	280.90	+84.47% [-1.36%]	N.A.	N.A.
6.	Niva Bupa Health Insurance Company Limited(2)	22,000.00	74.00	November 14, 2024	78.14	+12.97% [+5.25%]	N.A.	N.A.
7.	Waaree Energies Limited(2)	43,214.40	1,503.00	October 28, 2024	2,500.00	+68.05% [-0.59%]	+49.15% [-5.12%]	N.A.
8.	Northern Arc Capital Limited&(2)	7,770.00	263.00	September 24, 2024	350.00	-7.15% [-5.80%]	-15.71% [-9.07%]	N.A.
9.	Bajaj Housing Finance Limited(2)	65,600.00	70.00	September 16, 2024	150.00	+99.86% [-1.29%]	+89.23% [-2.42%]	N.A.

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
10.	Baazar Style Retail Limited$(1)	8,346.75	389.00	September 6, 2024	389.00	-1.32% [+0.62%]	-16.11% [-0.28%]	N.A.

Source: www.nseindia.com and www.bseindia.com
(1)BSE as Designated Stock Exchange
(2)NSE as Designated Stock Exchange
 # Offer Price was ₹ 613.00 per equity share to Eligible Employees.
^ Offer Price was ₹ 378.00 per equity share to Eligible Employees.
% Offer Price was ₹ 248.00 per equity share to Eligible Employees.
& Offer Price was ₹ 239.00 per equity share to Eligible Employees.
$ Offer Price was ₹ 354.00 per equity share to Eligible Employees.

Notes:

a. Issue Size derived from Prospectus/final post issue reports, as available.
b. The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
c. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. *Summary statement of price information of past issues handled by Axis Capital Limited:*

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-2025*	20	445,928.65	-	1	2	7	6	4	-	-	2	5	-	2
2023-2024	18	218,638.22	-	-	4	2	6	6	-	-	3	7	4	4
2022-2023	11	279,285.39	-	1	6	-	2	2	-	2	5	-	3	1

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.
Note: Since 30 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.

Track record of the Book Running Lead Managers

For details regarding the track record of the BRLMs, as specified in circular bearing reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

Name	Website
Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com
Axis Capital Limited	www.axiscapital.co.in

For further details in relation to the BRLMs, please see "*General Information – Book Running Lead Managers*" on page 65.

Stock market data of Equity Shares

This being an initial public issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of investor grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Bidders can contact the Company Secretary and the Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non- credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non- receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below. Our Company, the Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of the SEBI ICDR Regulations.

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of the Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall also enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Pursuant to the SEBI ICDR Master Circular, SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular and subsequent circulars issued by the SEBI, as may be applicable, 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, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The BRLMs, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, pursuant to SEBI ICDR Master Circular, 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 application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	Three Working Days from the Bid/Offer Closing Date 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 ₹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.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, for grievance redressal contact details of the BRLMs pursuant to the March 2021 Circular, see "*Offer Procedure – General Instructions*" on page 384.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company shall obtain SCORES authentication and shall comply with the SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders' Relationship Committee which is responsible for redressal of grievances of security holders of our Company. For further details on the Stakeholders' Relationship Committee, see *"Our Management – Committees of our Board – Stakeholders' Relationship Committee"* on page 238.

Our Company has appointed Tejalben Saunakkumar Panchal, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, "*General Information - Company Secretary and Compliance Officer*" on page 65.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

There are no conflicts of interest between our Company and any lessors/ owners of immovable properties (who are crucial for the operations of the Company).

There are no conflicts of interest between our Company and any suppliers of raw materials and third party service providers (who are crucial for the operations of the Company).

SECTION VIII - OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer – Offer Related Expenses*", on page 121.

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 Cap Price, less employee discount, if any, as applicable, at the time of making a Bid.

Ranking of the Equity Shares

The Equity Shares being offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including rights in respect of dividend, voting and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Other Regulatory and Statutory Disclosures – Mechanism for redressal of investor grievances*" on page 357.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* and *"Main Provisions of the Articles of Association"* on pages 253 and 395, respectively.

Face Value, Floor Price, Price Band and Offer Price

The face value of the Equity Shares is ₹2 per Equity Share and the Offer Price is ₹ [●] per Equity Share. The Floor Price of Equity Shares is ₹[●] per Equity Share and the Cap Price is ₹[●] per Equity Share, being the Price Band. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band and minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs and advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] editions of the Gujarati daily newspaper [●] (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid / Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid / Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, our Shareholders shall have the following rights:

- the right to receive dividend, if declared;
- the right to attend general meetings and exercise voting rights, unless prohibited by law;
- the right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;
- the right to receive offers for rights shares and be allotted bonus shares, if announced;
- the right to receive surplus on liquidation subject to any statutory and preferential claims being satisfied;
- the right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and
- such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, consolidation and splitting, see "*Main Provisions of the Articles of Association*" on page 395.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements:

- tripartite agreement dated July 9, 2024, entered into amongst our Company, NSDL and Registrar to the Offer; and
- tripartite agreement dated October 24, 2024, entered into amongst our Company, CDSL and Registrar to the Offer.

Market lot and Trading lot

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "*Offer Procedure*" on page 372.

Joint holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The competent courts/authorities of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See *"– Bid/ Offer programme"* on page 362.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the 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 or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office or with the registrar and transfer agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the applicant will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Collecting Depository Participant.

Bid/ Offer Programme

EVENT	INDICATIVE DATE
BID/OFFER OPENS ON[(1)]	On or about [●]
BID/OFFER CLOSES ON[(2)(3)]	On or about [●]
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 ACCOUNT	On or about [●]
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS OF ALLOTTEES	On or about [●]
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGES	On or about [●]

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

(2) Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIB one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

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

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

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 the Company with the Self Certified Syndicate Bank(s), to the extent applicable.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI ICDR Master Circular read with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI Master circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations. RIBs and Eligible Employees Bidding under Employee Reservation Portion for up to ₹ 0.50 million and individual investors 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. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular.

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs. While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid / Offer Closing Date, or such other period as prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid / Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Selling Shareholder, severally and not jointly, confirms that it shall extend reasonable assistance in relation to the Offered Shares as required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid / Offer Closing Date, or within such other period as prescribed.

The Offer will be made under UPI Phase III on mandatory basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including the SEBI ICDR Master Circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid / Offer Closing Date 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.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“**IST**”)
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs including Eligible Employees, other than QIBs and NIIs	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 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 Investors#	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 4.00 p.m. IST on Bid/Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST on Bid/Offer Closing Date

** UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*
 # QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers on a daily basis, as per the format prescribed in the SEBI ICDR Master Circular. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids. It is clarified that Bids 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.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(a) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and

(b) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid / Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and are advised to submit their Bids no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer Period. None of our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software or hardware system or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism. Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to minimum 105% of the Floor Price.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days, in compliance with the SEBI ICDR Regulations.

Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the BRLMs and terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of Price Band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid/ Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/ Offer Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under 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. If there is a delay beyond four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law.

Subject to applicable law, in the event of under-subscription in the Offer, the Equity Shares will be allotted in the following order: (i) such number of Equity Shares comprising 90% of the Fresh Issue, or such other number as required to comply with the minimum subscription to be received in the Offer under applicable law, will be Allotted prior to the sale of Equity Shares in the Offer for Sale; (ii) next all the Equity Shares held by the Selling Shareholders and offered for sale in the Offer will be Allotted in proportion to their respective Offered Shares; and (iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the remaining 10% of the Fresh Issue.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Selling Shareholders shall be liable to pay interest on the application money in accordance with applicable laws.

Each of the Selling Shareholders shall reimburse any expenses and interest incurred by our Company on its behalf for any delays in making refunds as required under the Companies Act and any other applicable law, provided that such Selling Shareholder shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder and any expenses and interest shall be paid solely to the extent of its portion of the Offered Shares.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Shares, the Promoters' Contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 72, and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Main Provisions of the Articles of Association*" at page 395.

Option to receive Equity Shares in dematerialized form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue is not subscribed.

Our Company in consultation with the BRLMs and the Selling Shareholders, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid / Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid / Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is filed with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹[●] million comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹4,000 million by our Company and an Offer of Sale of up to 3,810,895 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders, the details of which are set out below. The Offer shall constitute [●]%, of the post-Offer paid-up Equity Share capital of our Company.

S. No.	Name of the Selling Shareholder	Type	Number of Equity Shares offered/ amount
1	Atlanta UHV-Transformers LLP	Promoter Selling Shareholder	Up to 435,900 equity shares of face value of ₹2 each aggregating up to ₹ [●] million
2	Hemang Harendra Shah	Other Selling Shareholder	Up to 666,560 equity shares of face value of ₹2 each aggregating up to ₹ [●] million
3	Nimish Harendra Shah	Other Selling Shareholder	Up to 777,185 equity shares of face value of ₹2 each aggregating up to ₹ [●] million
4	Dhaval Harshadbhai Mehta (held jointly with Avanee Dhavalbhai Mehta)	Other Selling Shareholder	Up to 217,500 equity shares of face value of ₹2 each aggregating up to ₹ [●] million
5	Gitaben Harshadbhai Mehta (held jointly with Harshadbhai Amritlal Mehta)	Other Selling Shareholder	Up to 326,250 equity shares of face value of ₹2 each aggregating up to ₹ [●] million
6	Jignesh Suryakant Patel	Other Selling Shareholder	Up to 1,387,500 equity shares of face value of ₹2 each aggregating up to ₹ [●] million

The Offer includes a reservation of up to [●] equity shares of face value of ₹2 each, aggregating up to ₹[●] million, for subscription by Eligible Employees. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer less the Employee Reservation Portion is the Net Offer. The Offer and the Net Offer shall constitute [●]% and [●]% respectively, of the post-Offer paid-up Equity Share capital of our Company.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating upto ₹800.00 million 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 Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

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 of ₹ 2 each	Not more than [●] equity shares of face value ₹ 2 each	Not less than [●] equity shares of face value ₹ 2 each available for allocation or the Offer less allocation to QIB Bidders and RIBs	Not less than [●] equity shares of face value ₹ 2 each available for allocation or the Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	[●]*% of the post-Issue paid-up Equity Share capital	Not more than 50% of the Net Offer shall be Allotted to QIBs. However, up to 5% of the Net QIB Portion (excluding Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds	Not less than 15% of the Net Offer The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and	Not less than 35% of the Net Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
		participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to QIBs in the remaining Net QIB Portion.	the remaining available Equity Shares, if any, shall be available for allocation out of which one-third of the Non-Institutional Portion will be made available for allocation to Bidders with a Bid 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 a Bid size of more than ₹1.00 million and under-subscription in either of these two subcategories of the Non- Institutional Portion may be allocated to Bidders in the other subcategory of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price	
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate; unless the Employee Reservation Portion was undersubscribed, the value of allocation to an Eligible Employee did not exceed ₹ 0.20 million (net of Employee Discount). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated on a proportionate basis, to Eligible Employees for a value exceeding ₹ 0.20 million (net of Employee Discount), subject to total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount).	Proportionate as follows (excluding the Anchor Investor Portion): a) [●] equity shares of face value ₹ 2 each shall be available for allocated on a proportionate basis to Mutual Funds only; and b) [●] equity shares of face value ₹ 2 each shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from domestic Mutual Funds at or above the Anchor Investor Allocation Price	The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: (a) One-third of the Non- Institutional Portion shall be available for allocation to Bidders with an application size more than ₹0.20 million upto ₹1.00 million; and (b) Two-thirds of the Non- Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1.00 million. Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with the	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "*Offer Procedure*" on page 372.

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
			SEBI ICDR Regulations. The allotment to each Non- Institutional Bidder shall not be less than the Minimum NIB Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with the SEBI ICDR Regulations.	
Minimum Bid	[●] equity shares	Such number of equity shares of face value of ₹ 2 each and in multiples of [●] equity shares of face value ₹ 2 so that the Bid Amount exceeds ₹0.20 million	Such number of equity shares of face value of ₹ 2 each and in multiples of [●] equity shares of face value ₹ 2 so that the Bid Amount exceeds ₹0.20 million	[●] equity shares of face value ₹ 2 each.
Maximum Bid	Such number of Equity Shares and in multiples of [●] equity shares of face value of ₹ 2 each so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹ 0.50 million (net of Employee Discount)	Such number of equity shares of face value of ₹2 each in multiples of [●] Equity Shares face value of ₹ 2 each so that the Bid does not exceed the size of the Offer (excluding the Anchor Investor Portion), subject to applicable limits, applicable to each Bidder	Such number of equity shares of face value of ₹ 2 each in multiples of [●] Equity Shares face value of ₹ 2 each so that the Bid does not exceed the size of the Offer, (excluding the QIB Portion), subject to applicable limits, applicable to each Bidder	Such number of equity shares of face value of ₹ 2 each in multiples of [●] Equity Shares face value of ₹10 so that the Bid Amount does not exceed ₹0.20 million
Who can apply(3)	Eligible Employees such that the Bid Amount does not exceed ₹ 0.50 million (net of Employee Discount)	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250.00 million, pension funds with minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts, and FPIs who are individuals, corporate bodies and family offices and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
		3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005- DDII dated November 23, 2005, the 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 in accordance with applicable laws.		
Mode of Bidding	Only through the ASBA process (including the UPI Mechanism)	Through ASBA Process only except in case of Anchor Investors(5). In case of UPI Bidders, the ASBA process will include the UPI Mechanism.		
Mode of Allotment	Compulsorily in dematerialized form			
Bid Lot	[●] equity shares of face value ₹ 2 each and in multiples of [●] equity shares of face value ₹ 2 each thereafter			
Allotment Lot	A minimum of [●] equity shares of face value ₹ 2 each and thereafter in multiples of one Equity Share.			
Trading Lot	One Equity Share			
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 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 Offer.*

#The Employee Reservation Portion shall not exceed 5.00% of our post-Offer paid-up Equity Share capital. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer. For further details, see "Offer Structure" on page 367. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee Bidding in the Employee Reservation Portion shall not exceed ₹0.20 million. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after such allocation up to ₹0.50 million), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Our Company, in consultation with the BRLMs, may offer a discount of up to ₹ [●] on the Offer Price 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 / Offer Opening Date.

(1) Our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100.00 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100.00 million but up to ₹2,500.00 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50.00 million per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 10 Anchor Investors for every additional ₹2,500.00 million or part thereof will be permitted, subject to minimum allotment of ₹50.00 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100.00 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company in consultation with the Book Running Lead Managers.

(2) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(1) 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 relevant Bidders should ensure that the depository account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form. 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. Further, an Eligible Employee Bidding in the Employee Reservation Portion could also Bid in the Net Issue (either under the Retail Portion or the Non-Institutional Portion) and such Bids would not be treated as multiple Bids subject to applicable limits. Our Company and the Selling Shareholders reserve the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories. The Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Book Running Lead Managers, 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.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

(5) Anchor Investors are not permitted to use the ASBA process. Further, SEBI ICDR Master Circular read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

Subject to valid Bids being received at or above the Offer 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 Offer*" on page 360.

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. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange.

OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; (xiii) price discovery and allocation and (xiv) interest in case of delay in Allotment or refund.

*SEBI, through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, had introduced an alternate payment mechanism using UPI and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the prior process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹ 0.20 million to ₹ 0.50 million for all the individual investors applying in public issues.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. The SEBI ICDR Master Circular has consolidated and rescinded the aforementioned circulars (excluding circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019) to the extent they relate to the SEBI ICDR Regulations. The provisions of the SEBI ICDR Master Circular are deemed to form part of this Draft Red Herring Prospectus.*

Further, pursuant to SEBI ICDR Master Circular and SEBI RTA Master Circular, SEBI has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for RTAs.

Furthermore, pursuant to the SEBI ICDR Master Circular, all individual bidders in initial public offerings whose application size are up to ₹0.50 million shall use the UPI Mechanism and provide their UPI ID in the Bid-cum-Application Form for bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Pursuant to the 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/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI ICDR Master Circular and the SEBI RTA Master Circular shall continue to form part of the agreements being signed between *the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.*

Further, our Company, the Selling Shareholders and the BRLMs are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Selling Shareholders and the Syndicate are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors and not less than 35% of the Net Offer 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 Offer Price. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Bidders 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 Investors shall be reserved for Bidders with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. Furthermore, [●] Equity Shares, aggregating to ₹ [●] million was made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids having been received at or above the Issue Price, if any.

Subject to applicable laws and valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories on proportionate basis, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion was Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million, subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million. The undersubscription, if any, in the Employee Reservation Portion, was added to other reserved category and the remaining unsubscribed portion, if any, after such inter-se adjustments among such reserved categories, was added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar ID and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of UPI for Bids by RIIs as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

(a) **Phase I:** This phase was applicable from January 1, 2019, until March 31, 2019, or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RII also had the option to submit the ASBA Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

(b) **Phase II:** This phase has become applicable from July 1, 2019, and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by an RII through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II till further notice.

(c) **Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023, and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The SEBI ICDR Master Circular, has consolidated and rescinded the aforementioned circulars, including the T+3 Notification, to the extent they relate to the SEBI ICDR Regulations. The Offer shall be undertaken pursuant to the processes and procedures as notified in the SEBI ICDR Master Circular as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLMs will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

The processing fees for application made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation, n a format as prescribed by SEBI, from time to time, including in compliance with the SEBI RTA Master Circular and the SEBI ICDR Master Circular, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. Further, in terms of the SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs with a copy to the Registrar, and such application shall be made only after (i) unblocking of application amounts in the bank accounts 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. NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹200,000 million to ₹500,000 million for UPI based ASBA in initial public offerings.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer bidding process.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, 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 stock broker 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);

(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).

Electronic registration of Bids

(a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for the Book Building process on a regular basis before the closure of the Offer.

(b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges' platform are considered for allocation / Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid / Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

(d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders Bidding using the UPI Mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by UPI Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. Bidders using the ASBA process to participate in the Offer must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked including details specified in the SEBI ICDR Master Circular.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIIs (other than UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIIs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders, including UPI Investors, are also required to ensure that the ASBA Account has sufficient credit balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid Amount is blocked in the ASBA account of the Bidder.

Pursuant to the SEBI ICDR Master Circular, all the ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The SEBI ICDR Master Circular is applicable for all categories of investors viz. Retail Individual Investors, QIB and NII and also for all modes through which the applications are processed.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]
Eligible Employees bidding in the Employee Reservation Portion	[●]

** Excluding electronic Bid cum Application Forms*

Notes:

1. *Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE).*
2. *Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.*
3. *The Bid Cum Application Forms for Eligible Employees were available at our Registered Office.*

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Offer Bidding process.

Pursuant to NSE circular dated August 3, 2022, with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

(a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;

(b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

(c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. 4:00 p.m. for QIBs and Non-Institutional Investors categories and up to 5.00 p.m. for Retail Individual category on the initial public offer closure day;

(d) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids;

(e) The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

The Equity Shares represented hereby have not been, and will not be registered under the U.S. Securities Act, as amended or with any securities regulatory authority of any state or other jurisdiction of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act of 1933 and applicable state securities laws. Accordingly, the Equity Shares may be offered, sold, pledged or otherwise transferred outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoter, Promoter Group, the Book Running Lead Managers, associates and affiliates of the Book Running Lead Managers and the Syndicate Members and the persons related to Promoter, Promoter Group, Book Running Lead Managers and the Syndicate Members and Bids by Anchor Investors

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers;

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers; or

(v) Pension funds sponsored by entities which are associate of the Book Running Lead Managers.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Managers" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company in consultation with BRLMs reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made, subject to applicable law.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its 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 scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹0.50 million. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Allotment in the Employee Reservation Portion will be as detailed in this section "*Offer Procedure*" on page 372.

However, Allotments to Eligible Employees in excess of ₹0.20 million shall be considered on a proportionate basis, in the event of under-subscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

(i) Made only in the prescribed Bid cum Application Form or Revision Form (i.e. [●] colour form).

(ii) Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.

(iii) In case of joint bids, the Sole Bidder or the First Bidder shall be the Eligible Employee.

(iv) Bids by Eligible Employees may be made at Cut-off Price.

(v) Only those Bids, which are received at or above the Offer Price would be considered for allocation under this portion.

(vi) The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹0.50 million.

(vii) Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism

(viii) If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(ix) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(x) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form.

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, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their NRE Account, or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their NRO Accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE / NRO accounts.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 393.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form / Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer equity share capital of our Company. In case the total holding of an FPI or investor group increase beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis 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 or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100% under the automatic route in our case). The aggregate limit may be decreased below the sectoral cap to a threshold limit of 24% or 49% or 74% as deemed fit by way of a resolution passed by our Board followed by a special resolution passed by the Shareholders of our Company. In terms of the FEMA rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;

(b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;

(c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and

(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids 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 which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. 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. Bids by following FPIs shall not be treated as multiple Bids:

- FPIs which utilise the MIM Structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations, as amended prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations as amended prescribe the investment restrictions on FVCIs.

The Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A Category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a Category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is less. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of such investee company with the prior approval of the RBI, Provided that: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans / investments made to a company.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012, and January 2, 2013, 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 issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of (i) the certificate of registration issued by the RBI, (ii) a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), and (iii) such other approval as may be required by the Systemically Important NBFCs must be attached to the Bid-cum Application Form. Failing this, our Company in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250.00 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLMs, may deem fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLMs reserve the right to reject any Bid, without assigning any reason therefor.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100.00 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.

(c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid / Offer Opening Date and will be completed on the same day.

(e) Our Company in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100.00 million;

- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100.00 million but up to ₹2,500.00 million, subject to a minimum Allotment of ₹50.00 million per Anchor Investor; and

- in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 10 Anchor Investors for every additional ₹2,500.00 million, subject to minimum Allotment of ₹50.00 million per Anchor Investor.

(f) Allocation to Anchor Investors is required to be completed on the Anchor Investor Bid / Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLMs before the Bid / Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(i) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) can apply in the Offer under the Anchor Investor Portion.

(j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids.

(k) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder’s responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he / she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

The Offer shall be opened after at least three Working Days from the date of filing of the Red Herring Prospectus with the RoC.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and [●] editions of [●], a widely circulated Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located). Our Company shall, in the pre-Offer advertisement state the Bid / Offer Opening Date, the Bid / Offer Closing Date and the QIB Bid / Offer 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.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees bidding in the Employee Reservation Portion can revise or withdraw their Bid(s) until the Bid / Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do’s*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID;

4. UPI Bidders Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;

9. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;

10. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

11. Ensure that they have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

12. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

13. 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;

14. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

15. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

16. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral / bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

20. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

22. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

23. UPI Bidders Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

25. 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;

26. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

27. In case of QIBs and NIIs (other than for Anchor Investor and UPI Bidder), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

28. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank(s), as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

29. UPI Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;

30. UPI Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;

31. UPI Bidders Bidding using the UPI Mechanism and Eligible Employees bidding in the Employees Reservation Portion, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;

32. UPI Bidders and Eligible Employees bidding in the Employees Reservation Portion who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the ASBA Account;

33. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

34. Ensure that ASBA bidders shall ensure that bids above ₹ 0.50 million, are uploaded only by the SCSBs;

35. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid / Offer Closing Date.

36. Investors must ensure that their PAN is linked with Aadhaar ID and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 or in the list displayed on SEBI's website is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid for a Bid Amount which exceeds ₹ 0.20 million (for Bids by RIIs);

4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

7. Bids by HUFs not mentioned correctly as provided in "*Bids by HUFs*" on page 379;

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

11. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

12. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

14. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid / Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);

15. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

16. If you are a UPI Bidders using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

17. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 0.50 million;

18. Do not submit the General Index Register (GIR) number instead of the PAN;

19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

20. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;

21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise or withdraw their Bids until the Bid / Offer Closing Date;

22. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

23. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

24. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

25. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

26. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;

27. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

28. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

29. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;

30. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism); and

31. Do not Bid if you are an OCB.

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 65.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Rejection

In addition to the grounds for rejection of Bids as provided in the GID, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the UPI Bidders by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIIs with Bid Amount of a value of more than ₹ 0.20 million (net of retail discount);

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs and by Non-Institutional Investors after 4:00 p.m. on the Bid/ Offer Closing and Bids by RIIs after 5:00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information – Company Secretary and Compliance Officer*" on page 65.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, 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.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Investor category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹1.00 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 Investors. The allotment to each Non-Institutional Investor shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Account(s). The payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"

(ii) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Allotment Advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, before 9:00 p.m. IST, on the second Working Day after the Bid/ Offer Closing Date, provided such final listing and trading approval from each of BSE and NSE is received prior to 9:00 p.m. IST on such day. In the event that the final listing and trading approval from each of BSE and NSE is received post 9:00 p.m. IST on the second Working Day after the Bid/ Offer Closing Date, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, following the receipt of final listing and trading approval from each of BSE and NSE.

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of a widely circulated English national daily newspaper, [●], [●] editions of a widely circulated Hindi national daily newspaper, [●] and Gujarati editions of a widely circulated Gujarati daily newspaper [●] (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located).

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated July 9, 2024, amongst our Company, NSDL and Registrar to the Offer.

- Tripartite agreement dated October 24, 2024, amongst our Company, CDSL and Registrar to the Offer.

Undertaking by our Company

Our Company undertakes:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days from the Bid / Offer Closing Date or such other time as may be prescribed;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that if our Company in consultation with the BRLMs, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Selling Shareholders subsequently decide to proceed with the Offer thereafter;

(viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

(ix) that, except for any (a) allotment of Equity Shares to employees of our Company pursuant to exercise of stock options granted under the ESOP Plans; and (b) allotment of Equity Shares pursuant to the Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded / unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc.

(x) That the Allotment Advice/refund confirmation to Eligible NRIs shall be dispatched within specified time;

(xi) That our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Undertakings by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly, undertakes the following in respect of itself as a Selling Shareholder, and its portion of the Offered Shares:

(i) Its respective portion of the Offered Shares being sold by it pursuant to the Offer has been held by it in accordance with Regulation 8 of the SEBI ICDR Regulations;

(ii) that it is the legal and beneficial owner of, and have clear and marketable title to the Offered Shares;

(iii) that it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

(iv) that the Equity Shares being sold by it pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer;

(v) that it shall provide all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of its Offered Shares;

(vi) that it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement; and

(vii) that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to its Offered Shares.

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 one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

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 has from time to time made policy pronouncements on 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 Department of Industrial Policy and Promotion) ("**DPIIT**"), issued the FDI Policy, which is effect from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. 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 210.

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 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. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the 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.

In terms of the FEMA Rule and the FDI Policy, a person resident outside India may make investments into India, subject to certain terms and conditions, and further provided that an entity of a country, which shares land border with India or where the beneficial owner of an investment into India, who is situated in or is a citizen of any such country, shall invest only with the approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the above restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

Foreign Exchange Laws

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Rules, the FDI Policy issued and amended by way of press notes.

Pursuant to the FDI Policy, FDI of up to 100% is permitted under the automatic route in our Company.

As per the existing policy of the Government, OCBs cannot participate in this Offer. For more information on bids by FPIs and Eligible NRIs, see "*Offer Procedure*" on page 372. For further details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 379.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the 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 IX: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

ARTICLES OF ASSOCIATION OF

A COMPANY LIMITED BY SHARES

[ATLANTA ELECTRICALS LIMITED]

Interpretation

1. In these regulations-

    (a) "the Act" means the Companies Act, 2013,

    (b) "the seal" means the common seal of the company.

2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

3. In the Interpretation of these Articles, unless repugnant to the subject or context:

"**The Company**" or "**This Company**" means **ATLANTA ELECTRICALS LIMITED**.

"**The Act**" means "**the Companies Act, 2013**", or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous Company law, so far as may be applicable.

"**Annual General Meeting**" means a General Meeting of the members held in accordance with the provisions of Section 96 of the Act.

"**Articles**" means the articles of association of the Company or as altered from time to time.

"**Board**" or "**Board of Directors**" means the Directors of the Company collectively and shall include a committee thereof.

"**Depository**" means a company formed and registered under the Act and which has been granted a certificate of registration under Section 12(1A) of the Securities Exchange Board of India Act, 1992 (15 of 1992).

"**Director**" means a director of the Company (including any duly appointed alternate director).

"**Extraordinary General Meeting**" means an Extraordinary General Meeting of the members duly called and constituted and any adjourned holding thereof.

"**General Meeting**" means Annual General Meeting or Extraordinary General Meeting.

"**Managing Director**" means the managing director for the time being of the Company

"**Rules**" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

"**Rupees**", "**Rs**." or "**INR**" refers to Indian Rupees being the lawful currency of the Republic of India.

"**Share Capital**" shall mean the paid up equity share capital of the Company.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa. The marginal notes and titles used in these Articles shall not affect the construction thereof. Word importing the masculine gender shall include the feminine gender. The heading or sub-heading hereto shall not affect the construction thereof.

Save as aforesaid and unless the context otherwise requires, words or expressions defined in the Act and contained in these regulations shall if not inconsistent with the context or subject bear the same meaning in these Articles as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

I. Share capital and variation of rights

1. Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par (subject to the compliance with the provision of Section 53 of the Act) or premium during such time and for such consideration as the directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting. The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of Shares in the Company as may, from time to time, be provided in Clause V of the Memorandum of Association, with power to re-classify, consolidate and increase or reduce such capital from time to time, and power to divide the share capital into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with these Articles, subject to the provisions of applicable Law for the time being in force.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,

   (a) one certificate for all his shares without payment of any charges; or

   (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

   (ii) The registration of transfer of shares or any securities shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to company or any account whatsoever except where the Company has a lien on the shares. 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 (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 the Company, after providing sufficient cause, 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.

   (iii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

   (iv) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

   Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act,1956 or any other Act, or rules applicable thereof in this behalf.

   (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except

only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. Subject to the provisions of section 55 and other provisions of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Commission for placing Shares, Debentures, Etc.

(a) 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), 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 for Shares or Debentures of the Company.

(b) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act.

(c) The Company may also, in any issue, pay such brokerage as may be lawful.

(d) 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.

Lien

9. (i) The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares debentures for any money owing to the Company.

(ii) The company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares/ debentures for any money owing to the Company.

(iii) The fully paid-up shares shall be free from all lien and in the case of partly paid up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

10. 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-

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. To give effect to any such sale, the Board may authorise some person to execute an instrument of transfer for the Shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the Shares comprised in any such transfer. 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 with reference to the sale, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. Upon any such sale as aforesaid, the existing certificate(s) in respect of the Shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate(s) in lieu thereof to the purchaser or purchasers concerned.

12. [1] The receipt by the Company of the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

[2] (i) To give effect to any such sale, the Board may authorise 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.

[3] (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.

[4] In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by Law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

Calls on shares

13. (i) The Board may, subject to the provisions of the Act and any other applicable Law, from time to time, make such calls as it thinks fit 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 one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board. The power to call on Shares shall not be delegated to any other person except with the approval of the Shareholders' in a General Meeting.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. [1] Each Member shall, subject to receiving at least fourteen (14) 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. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one (1) or more Members as the Board may deem appropriate in any circumstances.

[2] The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorising such call was passed at the meeting of the Board and may be required to be paid in installments.

[3] If a Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at ten per cent per annum or at such lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

[4] 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.

[5] 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.

[6] The money (if any) which the Board shall, on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any Shares allotted by them, shall immediately on the inscription of the name of allottee in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

[7] Every Member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his Share or Shares which may, for the time being remains unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with these Articles require or fix for the payment thereof.

[8] (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. 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.

17. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. [1] The Board-

(a) may, if it thinks fit, subject to the provisions of Section 50 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, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate, as the member paying such sum in advance and the Board agrees upon 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;

(b) The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable;

(c) 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, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

(d) The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the company.

[2] The option or right to call on shares shall not be given to any person except with the sanction of the Company in the general meeting

Transfer of Shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(iii) The Company shall also use a common form of transfer.

20. The Board may, subject to the right of appeal conferred by section 58, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within 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 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 a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

21. The Board may decline to recognise 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 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 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.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

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.

27. In case of a One Person Company-

(i) on the death of the sole member, the person nominated by such member shall be the person recognized by the Company as having title to all the shares of the member;

(ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(iii) such nominee shall be entitled to the same dividends and liabilities to which such sole member of the company was entitled or liable;

(iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

Forfeiture of shares

28. If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on or before 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 him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

29. The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid, on or before which the payment required by the notice is to be made and 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.

30. 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. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

31. A forfeited share may be sold 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.

32. 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. 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.

33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of the share.

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

(v) The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. The provisions of these Articles relating to forfeiture of Shares shall mutatis mutandis apply to any other securities, including debentures, of the Company.

(vi) Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any Shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any Shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such Shares as herein provided. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by applicable Law.

(vii) Any Share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit.

(viii) When any Share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting Member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

(ix) 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.

(x) 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 and such declaration and the receipt of the Company for the consideration, if any given for the Shares on any sale, re-allotment or disposition thereof shall constitute a good title to such Shares; and the person to whom any such Share is sold shall be registered as the member in respect of such Share and shall not be bound to see to the application of the purchase money, nor shall his title to such Share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

(xi) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of. The transferee shall thereupon be registered as the holder of the Share, and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the Share.

(xii) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the Shares sold and cause the purchaser’s name to be entered in the Register of Members in respect of the Shares sold and after his name has been entered in the Register of Members in respect of such Shares the validity of the sale shall not be impeached by any person.

(xiii) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative Shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said Shares to the person(s) entitled thereto.

(xiv) The Board may at any time before any Share so forfeited shall have them sold, re allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions at it thinks fit.

(xv) The Board may, subject to the provisions of the Act, accept a surrender of any Share from or by any Member desirous of surrendering them on such terms as they think fit.

34. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

Alteration of share capital

35. 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.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,-

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum and the resolution whereby any Share is sub divided, or classified, may determine that, as between the holders of the Shares resulting from such sub-division or classification, one or more of such Shares shall have some preference or special advantage as regards Dividend, Capital or otherwise over or as compared with the other; provided, however, that no sub-division of shares held in physical form, which shall result in the shareholder getting a Share Certificate of a denomination of lesser than 10 shares, shall be permitted;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the Shares so cancelled. The cancellation of Shares under point (c) above shall not be deemed to be a reduction of the authorised share capital.

37. Where shares are converted into stock,

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near 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.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

38. The company may, by a special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,-

(a) its share capital;

(b) any capital redemption reserve account; and/or

(c) any share premium account.

(d) Any other reserve as may be available and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its Shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its Shares, (a) cancel paid up share capital which is lost or is unrepresented by available assets; or (b) pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its Shares accordingly.

Capitalization of profits

39. (i) The company by ordinary resolution 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) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(iii) 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 or other securities of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this article , be applied as permitted under the Act be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; and

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have full power to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or debentures becoming distributable in fractions and to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such 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. Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. 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 with the sanction of Special Resolution, purchase its own shares or other specified securities.

General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. The Board may, whenever it thinks fit, call an extraordinary general meeting. Provided that, 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.

Proceedings at general meetings

44. 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.

45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

47. [1] 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.

[2] The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

[3] Save as permitted under the Act, a General Meeting of the Company may be called by giving not less than clear twenty one (21) days' notice, in such manner as is prescribed under the Act.

[4] The Members may participate in General Meetings through such modes as permitted by applicable Laws.

[5] Upon compliance with the relevant provisions of the Act, any General Meeting may be convened by giving a shorter notice than twenty one (21) days.

48. In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member; the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

49. 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. 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.

Passing resolutions by postal ballot.

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.

(c) If a resolution is assented to by the requisite majority of the Shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

(d) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by applicable Law and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered. There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting:

(i) is, or could reasonably be regarded, as defamatory of any person;

(ii) is irrelevant or immaterial to the proceedings;

(iii) is detrimental to the interests of the Company.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member holding equity shares and present in person shall have one vote; and 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.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. 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.

53. 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.

54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

55. 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.

56. 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. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, (if any), under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid. 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.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. [1] A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

    [2] Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used. Any instrument of appointment of proxy deposited as aforesaid shall remain permanently or for such time as the Directors may determine in the custody of the Company.

    [3] Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he/she represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy)

Board of Directors

60. The following are the Directors of the Company.

1. KRUPESHBHAI NARHARIBHAI PATEL	2. NIRAL KRUPESHBHAI PATEL
3. TANMAY SURENDRABHAI PATEL	4. AMISH KRUPESHBHAI PATEL

61. (i) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.

(ii) The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day.

(iii) In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them-(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or (b) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

64. 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.

65. 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.

66. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

67. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68. 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.

69. 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.

70. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

71. 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. 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.

72. A committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

73. A committee may meet and adjourn as it thinks fit. 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.

74. 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.

75. 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.

76. In case of a One Person Company where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118; such minutes book shall be signed and dated by the director; the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act,- A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed or dismiss him/her or them by means of a resolution of the Board; Further, the Board may appoint one or more chief executive officers for its multiple businesses, as may be required. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. [1] A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

[2] The managing director whole time director shall subject to the supervision control and direction of the Board and subject to the provisions of the Act exercise such powers as are exercisable under these Articles by the Board of Directors as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either Collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke withdraw alter or vary all or any such powers. The Managing Directors whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Boards direction.

The Seal

79. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall accordingly be vested in the Directors or any other person duly authorised for the purpose.

Dividends and Reserve

80. The company in general meeting may declare dividends to be paid to the Members according to their rights and interest in the profits and may, subject to the provisions of the Act, fix the time for payment. but no dividend shall exceed the amount recommended by the Board, but the Company in general meeting may declare a smaller dividend.

81. Subject to the provisions of section 123 of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of Shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.

82. 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. The

Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

83. 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. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. 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. The 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 dividend subsequently declared.

84. [1] 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.

[2] Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his Share or Shares whilst any money may be due or owing from him to the Company in respect of such Share or Shares of or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the Shares of the Company.

[3] Any one of two (2) or more joint holders of a share may give effective receipt for any dividends, bonuses or other monies payable in respect of such Shares.

85. Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode 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. The Company shall not be liable for any cheque or warrant lost in transmission or for any dividend lost to the Member or person entitled thereof, by the forged endorsement of a cheque or warrant or the fraudulent recovery thereof by any other means. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. 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.

88. (i) No dividend shall bear interest against the company.

(ii) There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

(iii) Subject to the provisions of the Act, any transfer of Shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Unpaid or Unclaimed Dividend

[1] Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the company in that behalf in any scheduled bank, to be called "**ATLANTA ELECTRICALS LIMITED Unpaid Dividend Account**"

[2] The company shall, within a period of ninety days of making any transfer of an amount under sub- section (98) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed.

[3] If any default is made in transferring the total amount referred to in sub-section (98) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them

[4] Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Act 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.

[5] All shares in respect of which dividend has not been paid or claimed for 7 (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.

[6] No unclaimed or unpaid dividend shall be forfeited by the Board.

Accounts

89. 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.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 authorised by the Board or by the company in general meeting.

Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder-

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91. Subject to the provisions of the Act and other applicable law, every Director, manager, company secretary and officer of the company shall be indemnified by the Company out of the assets of the company against any liability incurred by him/ her in his/ her capacity as Director, manager, company secretary and or Officer of the Company including in relation to defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he/ she is acquitted or in which relief is granted to him/ her or in connection with any application under applicable provisions of the Act in which relief is given to him/her by the court or the Tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the wilful misconduct or bad faith acts or omissions of such Director or officer of the Company.

Indemnity

Further Issue of Shares

92. Where at any time, it is proposed to increase the subscribed capital of the company by allotment of further shares then:

(i) 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 paid-up share capital on those shares by sending a letter of offer, subject to the following conditions, namely;-

(a) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

(b) 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 (a) shall contain a statement of this right;

(c) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the company.

(ii) Such further shares shall be offered to employees under a scheme of employees' stock option, subject to a special resolution passed by the company and subject to such conditions as may be prescribed; or

(iii) Such further shall be offered to any persons, if authorized by a special resolution, whether or not those persons include the persons referred to in clause (i) or clause (ii), 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 such conditions as may be prescribed.

The notice referred to in sub-clause (a) of clause (i) of sub-section (20) shall be dispatched through registered post or speed post or through electronic mode to all existing shareholders at lease three days before the opening of the issue.

Nothing in this section shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or a loan raised by the company to convert such debentures or loans into shares in the company:

Provided that the terms of the 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 a general meeting.

Notwithstanding anything contained in sub-section (22), where any debentures have been issued, or loan has been obtained from any Government by a 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 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 the company and Government pass such order as it deems fit.

In determining the terms and conditions of conversion under sub-section (23), the Government shall have due regard to the financial position of the company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

Where the Government has, by an order made under sub-section (23), directed that any debenture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the Tribunal under sub-section (23) or where such appeal has been dismissed, the memorandum of such company shall, stand altered and the authorized share capital of such company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

Term of Issue of Debenture

Any bonds, debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise by the Company and may be issued and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

Dematerialization of shares

The Company or an investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof.

The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any from of electronic medium. (Clause relating to

Dematerialization of shares is added vide special resolution passed in Extra-ordinary General Meeting held on 29th day of April 2024.)

Insurance

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.

Secrecy clause

No Member or other person (not being a Director) shall be entitled to inspect the Company's works without the permission of the Managing Director/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process, or of any matter whatsoever, which may be related to the conduct of the business of the Company and which in the opinion of the Managing Director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

General Power

1. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

2. At any point of time from the date of adoption of these Articles, if these Articles are or become contrary to the provisions of the Act, the Rules, the Listing Regulations and any other applicable Laws, the provisions of the Act, the Rules, the Listing Regulations and other applicable Laws shall prevail over these Articles to such extent and the Company shall, at all times, discharge all of its obligations as prescribed under applicable Laws, from time to time.

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SECTION X: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts and the documents for inspection referred to hereunder, copies of which will be attached to the copy of the Red Herring Prospectus filed with the RoC, may be inspected at our Registered and Corporate Office, from 10.00 a.m. to 5.00 p.m. on Working Days and will also be available on our website at https://aetrafo.com/material-contract-material-disclosure.aspx from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such documents or agreements executed after the Bid/Offer Closing Date).

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 laws.

Material contracts to the Offer

1. Offer Agreement dated February 4, 2025, entered into among our Company, the Selling Shareholders and the BRLMs;
2. Registrar Agreement dated February 4, 2025, entered into between our Company, the Selling Shareholders and the Registrar to the Offer;
3. Cash Escrow and Sponsor Bank(s) Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer;
4. Share Escrow Agreement dated [●] entered into among the Selling Shareholders, our Company and the Share Escrow Agent;
5. Syndicate Agreement dated [●] entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer;
6. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders, the Registrar to the Offer and the Underwriters; and
7. Monitoring Agency Agreement dated [•] entered into between our Company and the Monitoring Agency.

Material documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended until date;
2. Certificate of incorporation dated December 15, 1988, issued by the RoC
3. Certificate of incorporation dated April 10, 1996, issued by the RoC, consequent to the change in name of the Company from "*Atlanta Electricals Private Limited*" to "*Atlanta Electricals Limited*", pursuant to conversion into a public limited company;
4. Certificate of incorporation dated March 31, 2003, issued by the RoC, consequent to the change in name of the Company from "*Atlanta Electricals Limited*" to "*Atlanta Electricals Private Limited*", pursuant to conversion into a private limited company;
5. Certificate of incorporation dated December 20, 2024, issued by the RoC, consequent to the change in name of the Company from "*Atlanta Electricals Private Limited*" to "*Atlanta Electricals Limited*", pursuant to conversion into a public limited company;
6. Board resolution of our Company dated January 25, 2025, authorizing the Offer and other related matters;
7. Shareholders' resolution dated January 25, 2025, authorising the Offer and other related matters;
8. Resolution of our Board and our IPO Committee dated February 4, 2025, approving this Draft Red Herring Prospectus;
9. Resolution dated February 4, 2025 passed by the Audit Committee approving the KPIs;
10. Resolution dated February 4, 2025, approving the allocation of ₹ 2,100.00 million for the purpose of funding the working capital requirements of our Company;

11. Written consent dated February 4, 2025, received from M/s Parikh Shah Chotalia and Associates, Chartered Accountants, 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 January 31, 2025, relating to the Restated Consolidated Financial Information and (ii) their report on the statement of tax benefits dated February 4, 2025, available to our Company, its Subsidiaries and its Shareholders included in this Draft Red Herring Prospectus.

12. Resolution of our Board and Shareholders for appointment of Niral Krupeshbhai Patel as Chairman and Managing Director dated December 23, 2024, and January 10, 2025, respectively

13. Resolution of our Board and Shareholders for appointment of Krupeshbhai Narharibhai Patel as whole-time director dated December 23, 2024, and January 10, 2025, respectively

14. Resolution of our Board and Shareholders for appointment of Amish Krupeshbhai Patel as whole-time director dated December 23, 2024, and January 10, 2025, respectively

15. Resolution of our Board and Shareholders for appointment of Tanmay Surendrabhai Patel as whole-time director dated December 23, 2024, and January 10, 2025, respectively

16. The examination report dated January 31, 2025 of the Statutory Auditors on the Restated Consolidated Financial Information

17. Written consent dated January 31, 2025, from M/s. Nandaniya Joshi and Associates, the practising company secretary to the extent and in their capacity as our practising company secretary, and in respect of certain certificates to be included in this Draft Red Herring Prospectus.

18. Written consent dated February 4, 2025, from M/s. Adharshila Associates, independent chartered engineer to include their name in this Draft Red Herring Prospectus and be named as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in relation to their certificates.

19. Joint Venture Agreement dated January 20, 2012 between our Company and Baoding Tianwei Baobian Electric Co. Ltd.;

20. Joint Venture Agreement dated August 18, 2015 amongst our Company, Baoding and BTW-Atlanta Transformers India Private Limited;

21. Deed of Adherence dated March 28, 2016 amongst our Company and Atlanta UHV Transformers LLP

22. Copies of annual reports of our Company as of and for the Fiscals 2024, 2023 and 2022;

23. Consents of banker(s) to our Company, the BRLMs, Registrar to the Offer, Banker(s) to the Offer, Legal Counsel to our Company as to Indian Law, Syndicate Members, Directors and Company Secretary and Compliance Officer to act in their respective capacities;

24. Industry report titled "*Strategic assessment of Transformer market*" dated January 28, 2025 prepared by CRISIL and commissioned and paid for by our Company, available on our Company's website at https://aetrafo.com/industry-report.aspx;

25. Consent letter dated February 4, 2025, issued by CRISIL with respect to the report titled "*Strategic assessment of Transformer market*";

26. Tripartite agreement dated July 9, 2024, among our Company, NSDL and Registrar to the Offer;

27. Tripartite agreement dated October 24, 2024, among our Company, CDSL and the Registrar to the Offer;

28. Due diligence certificate to SEBI from the BRLMs dated February 4, 2025;

29. Undertaking dated [●] submitted by the BRLMs to SEBI in connection with the disclosure of the Pre-IPO Placement by way of a public advertisement in the price band advertisement;

30. Undertaking dated [●] submitted by the BRLMs to the SEBI in relation to utilization of the proceeds of the Pre-IPO Placement.

31. In-principle listing approvals dated [●] and [●], from BSE and NSE, respectively; and

32. SEBI observation letter bearing reference number [●] and dated [●].

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Niral Krupeshbhai Patel
(Chairman and Managing Director)

Place: Baroda

Date: February 4, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Krupeshbhai Narharibhai Patel
(Whole-time Director)

Place: Baroda

Date: February 4, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Amish Krupeshbhai Patel
(Whole-time Director)

Place: Baroda

Date: February 4, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Tanmay Krupeshbhai Patel
(Whole-time Director)

Place: Baroda

Date: February 4, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Milin Kaimas Mehta
(Independent Director)

Place: Baroda

Date: February 4, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Bhadresh Bhupendrabhai Chauhan
(Independent Director)

Place: Baroda

Date: February 4, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Dukhabandhu Rath
(Independent Director)

Place: Baroda

Date: February 4, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Jinkal Darshan Patel
(Independent Director)

Place: Baroda

Date: February 4, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Mehul Sureshbhai Mehta
(Chief Financial Officer)

Place: Baroda

Date: February 4, 2025

DECLARATION

We, Atlanta UHV Transformers LLP, acting as a Promoter Selling Shareholder, hereby certify that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, severally and not jointly and our respective portion of the Offered Shares are true and correct. We assume no responsibility as a Promoter Selling Shareholder, for any other statements, disclosures and undertaking including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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For and on behalf of Atlanta UHV Transformers LLP
(Selling Shareholder)

Name: Amish Krupeshbhai Patel
Designation: Designated Partner
Place: Baroda
Date: February 4, 2025

DECLARATION

I, Hemang Harendra Shah, acting as a Selling Shareholder, hereby certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, severally and not jointly and my respective portion of the Offered Shares are true and correct. I assume no responsibility as a Selling Shareholder, for any other statements, disclosures and undertaking including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Hemang Harendra Shah
(Selling Shareholder)

Place: Baroda

Date: February 4, 2025

DECLARATION

I, Nimish Harendra Shah, acting as a Selling Shareholder, hereby certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, severally and not jointly and my respective portion of the Offered Shares are true and correct. I assume no responsibility as a Selling Shareholder, for any other statements, disclosures and undertaking including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Nimish Harendra Shah
(Selling Shareholder)

Place: Pune

Date: February 4, 2025

DECLARATION

We, Dhaval Harshadbhai Mehta (holding jointly with Avanee Dhavalbhai Mehta), acting as a Selling Shareholder, hereby certify that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, jointly and our respective portion of the Offered Shares are true and correct. We assume no responsibility as a Selling Shareholder, for any other statements, disclosures and undertaking including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Dhaval Harshadbhai Mehta
(Selling Shareholder)

Place: Baroda

Date: February 4, 2025

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Avanee Dhavalbhai Mehta
(Joint Holder)

Place: Baroda

Date: February 4, 2025

DECLARATION

We, Geetaben Harshadbhai Mehta (holding jointly with Harshadbhai Amritlal Mehta), acting as a Selling Shareholder, hereby certify that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, jointly and our respective portion of the Offered Shares are true and correct. We assume no responsibility as a Selling Shareholder, for any other statements, disclosures and undertaking including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Geetaben Harshadbhai Mehta
(Selling Shareholder)

Place: Baroda

Date: February 4, 2025

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Harshadbhai Amritlal Mehta
(Joint Holder)

Place: Baroda

Date: February 4, 2025

DECLARATION

I, Jignesh Suryakant Patel, acting as a Selling Shareholder, hereby certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, severally and not jointly and my respective portion of the Offered Shares are true and correct. I assume no responsibility as a Selling Shareholder, for any other statements, disclosures and undertaking including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Jignesh Suryakant Patel
(Selling Shareholder)

Place: Baroda

Date: February 4, 2025