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

RED HERRING PROSPECTUS
Dated February 25, 2026
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer

SEDEMAC

SEDEMAC MECHATRONICS LIMITED

CORPORATE IDENTITY NUMBER: U29253PN2007PLC246956

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Survey No. 270/1/A/2, Pallod Farms Baner Road, Baner, Baner Gaon, Haveli Pune 411 045 Maharashtra, India	Prasad Rajendra Chavan *Company Secretary and Compliance Officer*	**Email:** cs@sedemac.com **Tel:** +91 20 6715 7200	www.sedemac.com

THE PROMOTERS OF OUR COMPANY: PROF. SHASHIKANTH SURYANARAYANAN, AMIT ARUN DIXIT, MANISH SHARMA AND ANAYKUMAR AVINASH JOSHI

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATION
Offer for Sale	Not Applicable	Offer for Sale of up to 8,043,300 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	Up to 8,043,300 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). For further details, see *“Other Regulatory and Statutory Disclosures – Eligibility for the Offer”* on page 473. For details in relation to the share reservation among Eligible Employees (*as defined hereinafter*), Qualified Institutional Buyers (“**QIBs**”), Retail Individual Bidders (“**RIBs**”), Non-Institutional Bidders (“**NIBs**”), see “*Offer Structure*” beginning on page 494.

DETAILS OF THE OFFER FOR SALE

NAME OF THE SELLING SHAREHOLDERS**	TYPE	NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹10 EACH OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE)#
Manish Sharma	Promoter Selling Shareholder	Up to 45,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	46.00
Ashwini Amit Dixit	Promoter Group Selling Shareholder	Up to 67,500 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	100.00
A91 Emerging Fund II LLP	Investor Selling Shareholder	Up to 2,410,650 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	368.28
NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Investor Selling Shareholder	Up to 1,050,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	94.86
Xponentia Opportunities Fund II	Investor Selling Shareholder	Up to 1,043,550 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	352.29
Mace Private Limited	Investor Selling Shareholder	Up to 765,900 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	352.29
360 One Special Opportunities Fund – Series 8	Investor Selling Shareholder	Up to 680,850 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	386.31
360 One Monopolistic Market Intermediaries Fund	Investor Selling Shareholder	Up to 472,500 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	386.13
HDFC Life Insurance Company Limited	Investor Selling Shareholder	Up to 425,700 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	373.68
Xponentia Opportunities Limited	Investor Selling Shareholder	Up to 425,250 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	352.29

 # As certified by S K Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.

*** For the complete list of the Selling Shareholders and their respective weighted average cost of acquisition per Equity Shares, see “Summary of the Offer Document – Average cost of acquisition of Equity Shares of our Promoters and Selling Shareholders” on page 24.*

RISKS IN RELATION TO THE FIRST ISSUE 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 each Equity Share is ₹10. The Floor Price, Cap Price and Offer Price, as determined by our Company, in consultation with the book running lead managers to the Offer ("**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 in "*Basis for Offer Price*" beginning on page 143, 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 or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 33.

ISSUER'S AND THE SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in this Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. No Selling Shareholder, severally or jointly, assumes responsibility for any other statements, disclosures and undertakings in this Red Herring Prospectus, including without limitation, any of the statements, disclosures or undertakings made or confirmed by or in relation to our Company or our Company's business, or by any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

LISTING

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

BOOK RUNNING LEAD MANAGERS

NAME AND LOGO OF BRLMS	CONTACT PERSON	TELEPHONE AND EMAIL
ICICI Securities Limited	**Tanya Tiwari/ Nikita Chirania**	**Tel**: +91 22 6807 7100 **Email:** sml.ipo@icicisecurities.com
Avendus Capital Private Limited	**Sarthak Sawa**	**Tel**: +91 22 6648 0050 **Email:** sedemac.ipo@avendus.com
Axis Capital Limited	**Simran Gadh / Pratik Pednekar**	**Tel**: +91 22 4325 2183 **Email:** sedemac.ipo@axiscap.in

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	TELEPHONE AND EMAIL
MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)	Shanti Gopalkrishnan	**Tel**: +91 810 811 4949 **Email:** sedemac.ipo@in.mpms.mufg.com

BID/ OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER PERIOD OPENS AND CLOSES ON	**Monday, March 2, 2026***	**BID/ OFFER OPENS ON**	**Wednesday, March 4, 2026**	**BID/ OFFER CLOSES ON**	**Friday, March 6, 2026****

* *Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors 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.*

RED HERRING PROSPECTUS
Dated February 25, 2026
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer

SEDEMAC

SEDEMAC MECHATRONICS LIMITED

Our Company was incorporated as 'SEDEMAC Mechatronics Private Limited' as a private limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated July 18, 2007, issued by the Registrar of Companies, Maharashtra at Mumbai. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on April 29, 2024 and by our Shareholders pursuant to their resolution passed in an Extraordinary General Meeting held on June 7, 2024, upon which the name of our Company was changed to 'SEDEMAC Mechatronics Limited' and a fresh certificate of incorporation dated September 2, 2024 pursuant to such change of name was issued by the Registrar of Companies, Central Processing Centre. For details in relation to changes in the name and registered office of our Company, see "*History and Certain Corporate Matters – Brief history of our Company*" and "*History and Certain Corporate Matters - Changes in the registered office*" on page 280.

Registered and Corporate Office: Survey No. 270/1/A/2, Pallod Farms, Baner Road, Baner, Baner Gaon, Haveli, Pune 411 045 Maharashtra, India
Tel: +91 20 6715 7200; **Website**: www.sedemac.com; **Contact person**: Prasad Rajendra Chavan, Company Secretary and Compliance Officer; **Email**: cs@sedemac.com
Corporate Identity Number: U29253PN2007PLC246956

THE PROMOTERS OF OUR COMPANY: PROF. SHASHIKANTH SURYANARAYANAN, AMIT ARUN DIXIT, MANISH SHARMA AND ANAYKUMAR AVINASH JOSHI

INITIAL PUBLIC OFFER OF UP TO 8,043,300 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF SEDEMAC MECHATRONICS LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION THROUGH AN OFFER FOR SALE OF, IN AGGREGATE, UP TO 8,043,300 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹ [●] MILLION, COMPRISING OF UP TO 45,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY PROMOTER SELLING SHAREHOLDER (AS DEFINED HEREINAFTER), UP TO 67,500 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY PROMOTER GROUP SELLING SHAREHOLDER (AS DEFINED HEREINAFTER), UP TO 7,930,800 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY INVESTOR SELLING SHAREHOLDERS (AS DEFINED HEREINAFTER)(COLLECTIVELY THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES") ("OFFER FOR SALE", AND SUCH INITIAL PUBLIC OFFERING, THE "OFFER"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) AGGREGATING UP TO ₹ 10.00 MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) (THE "EMPLOYEE RESERVATION PORTION"), OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY OFFER A DISCOUNT OF UP TO [●]% (EQUIVALENT OF ₹[●] PER EQUITY SHARE) TO THE OFFER PRICE TO THE ELIGIBLE EMPLOYEES BIDDING UNDER THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, THE EMPLOYEE DISCOUNT AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF JANSATTA, A HINDI NATIONAL DAILY NEWSPAPER AND PUNE EDITIONS OF LOKSATTA, A MARATHI DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, 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 BSE AND NSE (TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/ 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 in consultation with the BRLMs, may for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("**SCSBs**"), the Designated Intermediaries and the Sponsor Banks, as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**") provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which at least 40% shall be reserved for domestic Mutual Funds, Life Insurance Companies and Pension Funds, in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds and Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion reserved for Life Insurance Companies and Pension Funds, the balance Equity Shares shall be available for allocation to domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with the SEBI ICDR Regulations ("**Retail Portion**"), subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. Further, all potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) (*as defined hereinafter*) in which the Bid amount will be blocked by the SCSBs or the Sponsor Banks, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion of the Offer through the ASBA process. For details, see "*Offer Procedure*" beginning on page 498.

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 ₹ 10 each. The Floor Price, Cap Price and Offer Price as determined by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, and on the basis of assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in "*Basis for Offer Price*" beginning on page 143 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 active 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 neither been recommended, nor approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the Investors is invited to "*Risk Factors*" beginning on page 33.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in this Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. No Selling Shareholder, severally or jointly, assumes responsibility for any other statements, disclosures and undertakings in this Red Herring Prospectus, including without limitation, any of the statements, disclosures or undertakings made or confirmed by or in relation to our Company or our Company's business, or by any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

LISTING

The Equity Shares that will be offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated January 7, 2026, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A signed copy of this 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 this Red Herring Prospectus until the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 546.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
ICICI Securities	Avendus Next is the only level	AXIS CAPITAL	MUFG MUFG Intime
ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India **Tel:** +91 22 6807 7100 **Email:** sml.ipo@icicisecurities.com **Investor Grievance ID:** customercare@icicisecurities.com **Website:** www.icicisecurities.com **Contact Person:** Tanya Tiwari/ Nikita Chirania **SEBI Registration Number:** INM000011179	**Avendus Capital Private Limited** Platina Building, 9th Floor 901 Plot No C-59 Bandra-Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra, India **Tel:** +91 22 6648 0050 **Email:** sedemac.ipo@avendus.com **Investor Grievance ID:** investorgrievance@avendus.com **Website:** www.avendus.com **Contact Person:** Sarthak Sawa **SEBI Registration Number.:** INM000011021	**Axis Capital Limited** Axis House, 1st Floor Pandurang Budhkar Marg Worli, Mumbai 400 025 Maharashtra, India **Tel:** +91 22 4325 2183 **Email:** sedemac.ipo@axiscap.in **Investor Grievance ID:** complaints@axiscap.in **Website:** www.axiscapital.co.in **Contact Person:** Simran Gadh/ Pratik Pednekar **SEBI Registration Number:** INM000012029	**MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)** C-101, Embassy 247, L B S Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India **Tel**: +91 810 811 4949 **Email**: sedemac.ipo@in.mpms.mufg.com **Investor Grievance ID**: sedemac.ipo@in.mpms.mufg.com **Website**: www.in.mpms.mufg.com **Contact Person**: Shanti Gopalkrishnan **SEBI Registration Number**.: INR000004058

BID/ OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER PERIOD OPENS AND CLOSES ON	Monday, March 2, 2026*
BID/ OFFER OPENS ON	Wednesday, March 4, 2026
BID/ OFFER CLOSES ON	Friday, March 6, 2026**

* *Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.*
** *The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meanings as provided below. References to any legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association as amended, updated, supplemented, re-enacted or modified from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

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

Notwithstanding the foregoing, the terms used in "Objects of the Offer", "Basis for Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies in India", "History and Certain Corporate Matters", "Restated Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Other Regulatory and Statutory Disclosures" and "Description of Equity Shares and terms of the Articles of Association" beginning on pages 140, 143, 153, 158, 274, 280, 311, 459, 461, 472 and 518, respectively, shall have the meanings ascribed to them in the relevant section.

Conventional and General Terms

Term	Description
"our Company"/ "the Company", "the Issuer"	SEDEMAC Mechatronics Limited, a public limited company incorporated under the Companies Act, 1956 with its Registered and Corporate Office at Survey No. 270/1/A/2, Pallod Farms, Baner Road, Baner, Baner Gaon, Haveli, Pune 411 045 Maharashtra, India
"we", "us" or "our" or "Group"	Unless the context otherwise indicates or implies, refers to our Company, as at and during the relevant Fiscal Year or period, as applicable

Company and Selling Shareholders Related Terms

Term	
"Articles of Association" or "AoA" or "Articles"	Articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board, as described in "*Our Management - Committees of the Board – Audit Committee*" on page 293
"Board" or "Board of Directors"	The board of Directors of our Company as constituted from time to time, as described in *"Our Management – Our Board"* on page 285
Chairperson	The chairperson of the Board, namely Poyni Bhatt. For details, see *"Our Management – Our Board"* on page 285
"Chief Financial Officer" or "CFO"	Chief financial officer of our Company, namely, Rajesh Madhukar Sheth. For details, see "*Our Management – Key Managerial Personnel and Senior Management Personnel*" on page 303
Committee(s)	Duly constituted committee(s) of our Board of Directors
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely, Prasad Rajendra Chavan. For details, see "*Our Management – Key Managerial Personnel and Senior Management Personnel*" on page 303
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in "*Our Management - Committees of the Board – Corporate Social Responsibility Committee*" on page 299
CRISIL or Crisil Intelligence	Crisil Intelligence (*formerly known as CRISIL Market Intelligence & Analytics*), a division of Crisil Limited
CRISIL Report	The report titled "*Industry assessment for control technologies used in automotive, generator and power tools industry*" dated February 2026 prepared by CRISIL, appointed by our Company pursuant to an engagement letter dated April 22, 2025, read with addendum letter dated February 16, 2026 which has been exclusively commissioned and paid for by our Company. The CRISIL Report is available on the website of our Company at https://www.sedemac.com/investors/other-information/ipo-offer-documents/industry-reports and has been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 546
Director(s)	Director(s) on our Board, as appointed from time to time. For further details see "*Our Management – Our Board*" on page 285
Equity Shares	Unless otherwise stated, equity shares of face value of ₹10 each of our Company
ESOP 2014	SEDEMAC ESOP Scheme 2014
ESOP 2025	SEDEMAC ESOP Scheme 2025
ESOP Schemes	Collectively, ESOP 2014 and ESOP 2025
Executive Director(s)	Executive director(s) of our Company. For further details of our Executive Directors, see "*Our Management – Our Board*" on page 285
Independent Chartered Accountant	S K Patodia & Associates LLP, Chartered Accountants (FRN: 112723W/W 100962)

Term	
Independent Director(s)	The independent Director(s) of our Company, appointed as per the Companies Act, 2013 and the SEBI Listing Regulations, as described in "*Our Management – Our Board*" on page 285
Investor Selling Shareholders	360 One Special Opportunities Fund – Series 8, 360 One Monopolistic Market Intermediaries Fund, A91 Emerging Fund II LLP, Atul Hiralal Shah, Bakul Hiralal Shah, Bhavya Kapoor, Capri Global Holdings Private Limited, Cyrus Jamshed Guzder, Devang Mehta, Devinjit Singh, HDFC Life Insurance Company Limited, Himanshu Kantilal Sanghavi HUF, Mace Private Limited, NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited), Perumal Ramamurthy Srinivasan, Rahul Bahri, Society for Innovation and Entrepreneurship, SVS Trust No IV, Venktesh Investment and Trading Company Private Limited, Xponentia Opportunities Limited and Xponentia Opportunities Fund II
IPO Committee	The IPO committee of our Board
Joint Managing Director	The joint managing director of our Company, namely Amit Arun Dixit. For details, see *"Our Management – Our Board"* on page 285
"Key Managerial Personnel" or "KMP"	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, as described in "*Our Management - Key Managerial Personnel*" on page 303
Managing Director	The managing director of our Company, namely Prof. Shashikanth Suryanarayanan. For details, see *"Our Management – Our Board"* on page 285
"Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "*Our Management - Committees of the Board - Nomination and Remuneration Committee*" on page 295
Preference Shares	Collectively, the Series A CCPS, Series B CCPS, Series C CCPS, Series D CCPS, Series D1 CCPS, Series E CCPS, Series E1 CCPS and Series F CCPS
Promoters	Promoters of our Company, being Prof. Shashikanth Suryanarayanan, Amit Arun Dixit, Manish Sharma, and Anaykumar Avinash Joshi
Promoter Group	Individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "*Our Promoters and Promoter Group – Promoter Group*" on page 308
Promoter Group Selling Shareholder	Ashwini Amit Dixit
Promoter Selling Shareholder	Manish Sharma
Registered and Corporate Office	The registered and corporate office of our Company, located at Survey No. 270/1/A/2, Pallod Farms, Baner Road, Baner, Baner Gaon, Haveli, Pune 411 045, Maharashtra, India
"Registrar of Companies" or "RoC"	The Registrar of Companies, Maharashtra at Pune
Restated Financial Information	Restated financial information of our Company as at and for the nine months ended December 31, 2025, and the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 comprising the restated statement of assets and liabilities as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flows for the nine months ended December 31, 2025 and for financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, the material accounting policies and other explanatory notes, prepared in terms of requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Guidance Note on 'Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India and an e-mail dated October 28, 2021 from the Securities and Exchange Board of India ("**SEBI**") to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide financial statements prepared in accordance with Indian Accounting Standards ("**Ind AS**") for all the three years and stub period. The Restated Financial Information have been prepared to comply in all material respects with the 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), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the financial statements and other relevant provisions of the Companies Act, 2013.
Risk Management Committee	The risk management committee of our Board as described in "*Our Management – Committees of the Board – Risk Management Committee*" on page 300
Selling Shareholder(s)	Collectively, the Promoter Selling Shareholder, Promoter Group Selling Shareholder and Investor Selling Shareholders
"Senior Management Personnel" or "SMP"	The members of the senior management of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "*Our Management – Senior Management Personnel*" on page 303
Series A CCPS	Compulsorily convertible series A preference shares of our Company having face value of ₹10 each
Series B CCPS	Compulsorily convertible series B preference shares of our Company having face value of ₹10 each
Series C CCPS	Compulsorily convertible series C preference shares of our Company having face value of ₹100 each
Series D CCPS	Compulsorily convertible series D preference shares of our Company having face value of ₹100 each
Series D1 CCPS	Compulsorily convertible series D1 preference shares of our Company having face value of ₹100 each

Term	
Series E CCPS	Compulsorily convertible series E preference shares of our Company having face value of ₹100 each
Series E1 CCPS	Compulsorily convertible series E1 preference shares of our Company having face value of ₹100 each
Series F CCPS	Compulsorily convertible series F preference shares of our Company having face value of ₹100 each
Shareholder(s)	The holders of Equity Shares of our Company from time to time
Stakeholders Relationship Committee	The stakeholders relationship committee of our Board as described in "*Our Management - Committees of the Board – Stakeholders Relationship Committee*" on page 298
Shareholders' Agreement	Shareholders' agreement dated April 26, 2024, entered into by and amongst the Company, Promoters, the SHA Incoming Investors, the SHA Continuing Investors and Other Shareholders (*as defined therein*), as amended by the first amendment agreement dated July 18, 2024, the second amendment agreement dated January 7, 2025 and the third amendment agreement dated October 7, 2025
SHA Continuing Investors	Iron Pillar India Fund I (acting through IP Ventures Advisors Private Limited as its investment manager), Iron Pillar Fund I Limited, and NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)
SHA Incoming Investors	Xponentia Opportunities Fund II, A91 Emerging Fund II LLP, 360 ONE Special Opportunities Fund - Series 8 (formerly IIFL Special Opportunities Fund – Series 8) and 360 ONE Monopolistic Market Intermediaries Fund (formerly IIFL Monopolistic Market Intermediaries Fund).
Statutory Auditor	B S R & Co. LLP, the statutory auditor of our Company
Whole Time Director(s)	The whole-time director(s) of our Company. For further details, see "*Our Management – Our Board*" on page 285
Xponentia Group	Xponentia Opportunities Fund II, Xponentia Opportunities Limited, Mace Private Limited, HDFC Life Insurance Company Limited, Capri Global Holding Private Limited, SVS Trust No. IV, Venktesh Investment and Trading Company Private Limited, Himanshu Kantilal Sanghavi HUF, Devang Mehta, Atul Hiralal Shah, Bakul Hiralal Shah, Devinjit Singh, Perumal Ramamurthy Srinivasan, Bhavya Kapoor and Rahul Bahri

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, transfer of the Offered Shares pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are 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(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	Price at which Equity Shares will be allocated to the Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the BRLMs, during the Anchor Investor Bid/Offer Period
Anchor Investor Application Form	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 requirements specified under the SEBI ICDR Regulations and this Red Herring Prospectus and the Prospectus
"Anchor Investor Bidding Date" or "Anchor Investor Bid/ Offer Period"	One Working Day prior to the Bid/ Offer Opening Date i.e., Monday, March 2, 2026, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher 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), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations. 40% shall be reserved for domestic Mutual Funds, Life Insurance Companies and Pension Funds, in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds , subject to valid Bids being received from domestic Mutual Funds and Life Insurance Companies and Pension Funds at or above

Term	Description
	the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription in the Anchor Investor Portion reserved for Life Insurance Companies and Pension Funds, the balance Equity Shares shall be available for allocation to domestic Mutual Funds
"Application Supported by Blocked Amount" or "ASBA"	Application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorise an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked by the SCSB upon acceptance of the UPI Mandate Request by UPI Bidders
ASBA Account	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 Bidders which is blocked upon acceptance of a UPI Mandate Request in relation to a Bid made by the UPI Bidders using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	Application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Avendus	Avendus Capital Private Limited
Axis	Axis Capital Limited
Bankers to the Offer	Collectively, Escrow Collection Bank, Public Offer Account Bank, Sponsor Banks and Refund Bank, as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in "*Offer Procedure*" beginning on page 498
Bid(s)	Indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period 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 in accordance with the SEBI ICDR Regulations and in terms of this 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, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-Off Price and the Bid Amount shall be Cap Price (net of Employee Discount, if any), multiplied by the number of Equity Shares Bid by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any)
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter
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 Friday, March 6, 2026, which shall be notified in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Pune editions of Loksatta, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation. In case of any revision, the extended Bid/ Offer Closing Date shall also be widely disseminated by notification to the Stock Exchanges by issuing a public notice, and also by notifying on the websites of the BRLMs and at the terminals of the Syndicate Members and communicating to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations
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 Wednesday, March 4, 2026, which shall be notified in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Pune editions of Loksatta, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation.

Term	Description
	In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of this Red Herring Prospectus. Provided however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. In case of force majeure, banking strike or similar unforeseen circumstances, the Bid/Offer Period may, for reasons that will be recorded in writing, be extended for a minimum period of one Working Day, subject to the total Bid/Offer Period not exceeding ten Working Days
"Bidder" or "Applicant"	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	Book running lead managers to the Offer, namely, ICICI Securities Limited, Avendus Capital Private Limited and Axis Capital Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Period
Cap Price	Higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Banks Agreement	The cash escrow and sponsor banks agreement dated February 24, 2026, entered into amongst our Company, the Selling Shareholders, the BRLMs, the Bankers to the Offer, the Syndicate Member(s) and Registrar to the Offer for, inter alia, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refund of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
Client ID	Client identification number maintained with one of the Depositories in relation to dematerialised account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the SEBI ICDR Master Circular and other applicable circulars issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details, PAN and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of this Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer

Term	Description
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account and HNIs bidding with an application size of up to ₹500,000 (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, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and Non-Institutional Bidders (not using the UPI mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	NSE
"Draft Red Herring Prospectus" or "DRHP"	The draft red herring prospectus dated November 10, 2025 issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Eligible Employees	Permanent employees of our Company (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing this Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company until the submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form; and a Director of our Company, whether whole time or not, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of this Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form, but not including Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any)
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of the applicable law and 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 this Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA NDI Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Employee Discount	Our Company, in consultation with the BRLMs, may offer a discount of up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees 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 ₹10 each aggregating up to ₹10.00 million, available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer paid up Equity Share capital of our Company.
Escrow Account	The 'no-lien' and 'non-interest bearing' account opened with the Escrow Collection Bank and in whose favour the Bidders (excluding ASBA Bidders) will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	The bank which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Accounts are opened, in this case being Kotak Mahindra Bank Limited
"First Bidder" or "Sole Bidder"	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of the Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted

Term	Description
Fraudulent Borrower	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers
I-Sec	ICICI Securities Limited
Life Insurance Company(ies)	An entity registered with the Insurance Regulatory and Development Authority of India under the provisions of the Insurance Act, 1938
Materiality Policy	The policy adopted by our Board in its meeting dated February 16, 2026 for determining identification of ‘group companies’, material outstanding civil litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Mutual Fund Portion	Up to 5% of the Net QIB Portion or [●] Equity Shares of face value of ₹10 each which shall be available for allocation only to Mutual Funds on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Fund(s)	Mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Net Offer	The Offer, less the Employee Reservation Portion
Net Proceeds	Proceeds of the Offer less Offer expenses. For further details, see *“Objects of the Offer”* beginning on page 140
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
“Non-Institutional Bidders” or “NIBs”	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹200,000 and up to ₹1,000,000 (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 comprising [●] Equity Shares of face value of ₹10 each which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, in the following manner: • One-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and • Two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1,000,000. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Bidders, in accordance with SEBI ICDR Regulations
“Non-Resident Indians” or “NRI(s)”	A non-resident Indian as defined under the FEMA NDI Rules
Offer	The initial public offer of the Equity Shares of face value of ₹10 each of our Company by way of the Offer for Sale
Offer Agreement	The offer agreement dated November 10, 2025 entered into amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements have been agreed upon in relation to the Offer
Offer for Sale	The offer for sale of up to 8,043,300 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million being offered for sale by the Selling Shareholders in the Offer
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders (except for the Anchor Investors) in terms of this Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, in consultation with the BRLMs in terms of this Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of this Red Herring Prospectus. A discount of up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation Portion. This Employee Discount, if any, will be determined by our Company in consultation with the BRLMs
Offer Proceeds	The proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see *“Objects of the Offer”* beginning on page 140
Offered Shares	Up to 8,043,300 Equity Shares of face value of ₹10 each aggregating to ₹[●] million offered by the Selling Shareholders in the Offer for Sale
Price Band	Price band of a minimum price of ₹[●] per Equity Share (i.e., the Floor Price) and the maximum price of ₹[●] per Equity Share (i.e., the Cap Price) including any revisions thereof. The 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, at least two Working Days prior to the Bid/ Offer Opening Date, all editions of Financial Express, an English national daily newspaper, all

Term	Description
	editions of Jansatta, a Hindi national daily newspaper and Pune edition of Loksatta, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation
Pension Fund(s)	A fund registered with the Pension Fund Regulatory and Development Authority under the provisions of the Pension Fund Regulatory and Development Authority Act, 2013
Pricing Date	The date on which our Company, in consultation with the BRLMs will finalise the Offer Price
Promoters' Contribution	Aggregate of 20% of the fully diluted post-Offer equity share capital of our Company that is eligible to form part of the minimum promoter's contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked-in for a period of 18 months from the date of Allotment
Prospectus	Prospectus to be filed with the RoC on or after the Pricing Date in accordance with 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	The 'no-lien' and 'non-interest bearing' account opened with the Public Offer Account Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts maintained with the SCSBs on the Designated Date
Public Offer Account Bank	A bank which is a clearing member and which is registered with SEBI as a banker to an issue and with which the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts has been opened, in this case being ICICI Bank Limited
QIB Portion	The portion 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 ₹10 each which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors 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 Anchor Investor Offer Price
"Qualified Institutional Buyers" or "QIBs"	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" or "RHP"	This red herring prospectus dated February 25, 2026 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 Offer Price and the size of the Offer, including any addenda or corrigenda thereto. This Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank	Banker to the Offer and with whom the Refund Account will be opened, in this case being Kotak Mahindra Bank Limited
Registered Brokers	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	The registrar agreement dated November 10, 2025 entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations, in terms of the SEBI RTA Master Circular, as per the list available on the websites of the Stock Exchanges at www.nseindia.com and BSE at www.bseindia.com, and the UPI Circulars
"Registrar to the Offer" or "Registrar"	MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)
"Retail Individual Bidder(s)" or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Resident Indian	A person resident in India, as defined under FEMA
Retail Portion	Portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares of face value of ₹10 each which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Offer Price)
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Retail Individual Bidders bidding in the Retail Portion and Eligible Employees bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date
SCORES	SEBI complaints redress system, a centralized web-based complaints redressal system launched by SEBI
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at

Term	Description
	https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://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) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the "list of mobile applications for using UPI in public issues" displayed on SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. This list is updated on SEBI website, from time to time
Share Escrow Agent	Share escrow agent appointed pursuant to the Share Escrow Agreement, namely, MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)
Share Escrow Agreement	The share escrow agreement dated February 19, 2026, entered into amongst our Company, the Selling Shareholders, and the Share Escrow Agent in connection with the transfer of the respective portion of the Offered Shares by each of the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with Basis of Allotment
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Specified Securities	Specified securities means 'equity shares' and 'convertible securities' as defined under Regulation 2(1)(eee) of SEBI ICDR Regulations
Sponsor Banks	Kotak Mahindra Bank Limited and ICICI Bank Limited, being the Bankers to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/or payment instructions of the UPI Bidders and carry out other responsibilities, in terms of the UPI Circulars
"Syndicate" or "Members of the Syndicate"	Collectively, the BRLMs and the Syndicate Members
Syndicate Agreement	The syndicate agreement dated February 24, 2026, entered into amongst our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar, in relation to collection of Bids by the Syndicate
Syndicate Member(s)	Intermediaries (other than BRLMs) registered with SEBI who are permitted to carry out activities in relation to collection of Bids and as underwriters, namely, Spark Institutional Equities Private Limited
Underwriters	[●]
Underwriting Agreement	The underwriting agreement to be entered into amongst our Company, the Selling Shareholders and the Underwriters on or after the Pricing Date, but prior to filing of the Prospectus with the RoC
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders Bidding in the Retail Portion, Eligible Employees in Employee Reservation Portion (subject to the Bid Amount being up to ₹500,000); and (ii) Non-Institutional Bidders with an application size of up to ₹500,000, Bidding in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use UPI Mechanism and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular, SEBI circular number SEBI/HO/DEPA-II/DEPA-II_SRG/P/CIR/2025/86 dated June 11, 2025, along with circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI in this regard

Term	Description
UPI ID	ID created on the 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 on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by an UPI Bidders in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid/Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in India, as per circulars issued by SEBI

Technical, Industry and Business-Related Terms or Abbreviations

Abbreviation	Explanation
AAT	Advanced automotive products.
ABS	Anti-lock braking system.
ACC	Advanced chemistry cell.
ACE	Appliance and consumer electronics. White goods sector under PLI, such as air conditioners and refrigerators.
AIS	Automotive Industry Standard. Indian standards for vehicle safety and performance.
BMS	Battery management system. Electronic controller monitoring electric vehicle battery health, charge, and temperature; critical for safety.
CAGR	Compound annual growth rate. Rate of annualised market, sales, or economic growth.
Capex	Capital expenditure. Investment in fixed assets.
CY	Calendar year. Twelve-month period from January to December.
DPIIT	Department for Promotion of Industry and Internal Trade. Nodal government agency for foreign direct investment, Make in India, and PLI schemes.
ECU	Engine control unit. Microprocessor system controlling fuel injection, ignition, and emission functions in internal combustion engine vehicles.
EFI	Electronic fuel injection. System replacing carburettors to improve fuel efficiency and emissions compliance.
EMS	Engine management system. Integrated ECU and sensors for real-time engine control.
E 2Ws	Electric two-wheelers. Electric vehicles in the two-wheeler segment.
ECMS	Electronics Component Manufacturing Scheme. Government incentive scheme for printed circuit board, lithium cells, camera modules, and more.
EU	European Union.
EV	Electric vehicle.
FDI	Foreign direct investment. Investment made by a person or entity based outside India into Indian business.
FY	Fiscal year. Period from April to March.
GDP	Gross domestic product.
GST	Goods and services tax.
GWh	Giga Watt hour.
ICE	Internal combustion engine.
IMF	International Monetary Fund.
INR	Indian Rupee.
LED	Light-emitting diode.
Li-ion	Lithium-ion.
MF1	Manufacturing Facility 1 of our Company located at Chakan, Pune, Maharashtra
MF2	Manufacturing Facility 2 of our Company located at Wadgaon, Pune, Maharashtra
MF3	Under-construction manufacturing facility located at Chakan, Pune, Maharashtra
MF4	Manufacturing Facility 4 of our Company located at Chakan, Pune, Maharashtra, where currently line set-up is under process
MMF	Man-made fibre.
MSMEs	Micro, small and medium enterprises.

Abbreviation	Explanation
NIP	National Infrastructure Pipeline.
NSO	National Statistical Office.
OEM	Original equipment manufacturer. Company producing parts or equipment marketed by another manufacturer.
PCB	Printed circuit board.
PLI	Production linked incentive.
PMP	Phased manufacturing programme.
PPO	Public procurement order.
PV	Photovoltaic.
RBI	Reserve Bank of India.
SAE	Second advance estimates.
TPS	Throttle position sensor.
TVS Motor	TVS Motor Company Limited.
VCU	Vehicle control unit.
WEO	World Economic Outlook. Report published by the International Monetary Fund.

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
AIFs	Alternative Investments Funds, as defined in, and registered under the SEBI AIF Regulations
AGM	Annual general meeting
API	Application Programming Interface
BSE	BSE Limited
CAGR	Compound annual growth rate
Capital Employed	Capital employed is calculated as Tangible Net Worth plus Total Debt. For reconciliation of Capital Employed, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations- NON-GAAP MEASURES*" on page 441
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956, along with the relevant rules, regulations, clarifications and modifications made thereunder
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, along with the relevant rules, regulations, clarifications and modifications made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
DIN	Director Identification Number
DP ID	Depository Participant's Identification
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBIT	EBIT is calculated as profit for the period/year plus finance costs plus total tax expense. For reconciliation of EBIT, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations- NON-GAAP MEASURES*" on page 441
EGM	Extraordinary general meeting
EPS	Earnings per share
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIR	First Information Report

Term	Description
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
“GoI” or “Government” or “Central Government”	Government of India
GST	Goods and services tax
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards, as issued by the International Accounting Standards Board
Income Tax Act	The Income-tax Act, 1961
“Ind AS” or “Indian Accounting Standards”	Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013, as amended
India	Republic of India
“Indian GAAP” or “IGAAP”	Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Accounting Standards) Rules, 2014, as amended and Companies (Accounting Standards) Amendment Rules, 2016
Ind AS 24	Indian Accounting Standard 24, “Related Party Disclosures”
Ind AS 34	Indian Accounting Standard 34 – Interim Financial reporting
Ind AS 37	Indian Accounting Standard 37, “Provisions, Contingent Liabilities and Contingent Assets”
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
IT Act	The Information Technology Act, 2000, as amended
KPI	Key Performance Indicator
KYC	Know Your Customer
LLP	Limited liability partnership
MCA	Ministry of Corporate Affairs, Government of India
MSMEs	Micro, Small and Medium Enterprises
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
NA	Not applicable
NACH	National Automated Clearing House
Net Worth	Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per Regulation 2(1)(hh) of the SEBI ICDR Regulations
Net Asset Value (NAV) per Equity Share	Net Asset Value per Equity Share is calculated as Net Worth divided by total of number of equity shares outstanding as at the end of period/year and Number of Compulsorily Convertible Preference Shares outstanding as at the end of period/year. Denominator is adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources
NBFC	Non-Banking Financial Companies
NEFT	National Electronic Fund Transfer
NI Act	Negotiable Instruments Act, 1881, as amended
NPCI	National Payments Corporation of India
“NR” or “Non-resident”	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI
NRE	Non- Resident External
NRI	A non-resident Indian as defined under the FEMA NDI Rules
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
“OCB” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
PAT	Profit after tax/ profit for the period/year
PBT	Profit before tax
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act

Term	Description
RoNW	Return on Net Worth (%). RoNW (%) is calculated as profit for the period/year divided by Net Worth.
ROU	Right of Use
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SCORES	SEBI Complaints Redress System
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, 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 FUTP Regulations	Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Master Circular	SEBI master circular no. HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 9, 2026
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI RTA Master Circular	The SEBI master circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026
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 the SEBI AIF Regulations
SME	Small and Medium Enterprises
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
"Systemically Important NBFC" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
Tangible Net Worth	Tangible Net Worth is calculated as Total equity minus Other intangible assets, Intangible assets under development, Deferred tax assets (net) plus Deferred tax liabilities (net) For reconciliation of Tangible Net Worth, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations- NON-GAAP MEASURES*" on page 441
Total Debt	Total Debt is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities. For reconciliation of Total Debt, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations- NON-GAAP MEASURES*" on page 441
"U.K." or "UK"	United Kingdom
"U.S." or "USA" or "United States"	United States of America including its territories and possessions, any State of the United States, and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States
U.S. SEC	Securities and Exchange Commission of the United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
"USD" or "US$" or "$"	United States Dollars
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
"Year" or "calendar year"	Unless the context otherwise requires, shall mean the 12 month period ending December 31

Key Performance Indicators ("KPI")

A. GAAP Measures

Following are the GAAP measures identified in "*Basis for Offer Price*" beginning on page 143

Term	Definition
Revenue from operations	The total income generated from the sale of goods, services and other operating income.
Profit for the period/year	Profit of a company after deducting all expenses including taxes.
Basic Earnings per equity share	Basic Earnings per equity share is calculated as the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources.

B. Non-GAAP Financial Measures

Following are the non-GAAP financial measures identified in "*Basis for Offer Price*" beginning on page 143. Further, for reconciliation of non-GAAP financial measures, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations- NON-GAAP MEASURES*" on page 441.

Term	Description
Debt – Equity Ratio	Debt – Equity ratio is calculated as Total Debt divided by Total equity.
EBITDA	EBITDA is calculated as profit for the period /year plus finance costs, depreciation and amortization expense plus total tax expense.
EBITDA Margin (%)	EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations.
Profit for the Period/Year Margin (%)	Profit for the Period /Year Margin is calculated as profit for the period/year divided by Revenue from operations.
RoCE (%)	Return on Capital Employed (%). RoCE (%) is calculated as EBIT divided by Capital Employed.
RoE (%)	Return on Equity (%). RoE (%) calculated as profit for the period/year divided by average Total equity. Average Total equity is average of closing Total equity as on closing day of financial period/year and opening equity of opening day of financial period/year.

C. Operational Measures

Following are the operational measures identified in "*Basis for Offer Price*" beginning on page 143.

Term	Description
Number of engineers from IITs, NITs and BITS	No of engineers in our engineering team from IITs, NITs and BITS.
Number of Control-Intensive Controllers Sold	Total number of Integrated Starter Generator Engine Control Unit (ISG ECU), - Integrated Starter Generator + Electronic Fuel Injection Engine Control Unit (ISG+EFI ECU), Electronic Fuel Injection Engine Control Unit (EFI ECU), Electric Vehicle Motor Control Unit (EV MCU), Genset Control Unit (GCU) (control-intensive controllers) sold.

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of certain disclosures, and the terms of the Offer included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus or all details relevant for 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 Red Herring Prospectus, including in "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Restated Financial Information" "Offer Procedure", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and terms of the Articles of Association" beginning on pages 33, 80, 96, 140, 158, 246, 306, 311, 498, 461 and 518, respectively.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry report titled 'Industry assessment for control technologies used in automotive, generator and power tools industry' dated February 2026 ("**CRISIL Report**") prepared and issued by CRISIL, appointed by us and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all 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. CRISIL was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the CRISIL Report is available on the website of our Company at https://www.sedemac.com/investors/other-information/ipo-offer-documents/industry-reports.*

Summary of the primary business of our Company

We design and supply critical, control-intensive electronic control units to major vehicle and industrial equipment manufacturers in India, the United States, and Europe. Our main products use innovative, in-house technologies and are essential for equipment to work such as ECUs for vehicles and generators. Our strong technical team continuously develops and improves products, helping our customers adopt new technology, stay competitive, and ensure reliable performance across mobility and industrial sectors.

For further details, see, "*Our Business*" beginning on page 246.

Summary of the industry in which our Company operates *(Source: CRISIL Report)*

Our Company operates in the mobility (2/3W vehicles) and industrial (generators) sectors in India, USA and EU. The Indian two-wheeler market sales grew at 3% CAGR (Fiscal 2020–Fiscal 2025), driven by improving demand sentiments and normalization of economic activity and increased mobility. The genset industry is growing steadily due to energy security needs, especially in Asia-Pacific, with demand for both traditional and cleaner technologies.

Our Promoters

Prof. Shashikanth Suryanarayanan, Amit Arun Dixit, Manish Sharma and Anaykumar Avinash Joshi are the Promoters of our Company.

For further details, see "*Our Promoters and Promoter Group*" beginning on page 306.

Offer size

The following table summarizes the details of the Offer size:

Offer of Equity Shares by way of the Offer for Sale(1)(2)(3)	Up to 8,043,300 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million
The Offer comprises:	
(i) Employee Reservation Portion(4)	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹10.00 million
(ii) Net Offer	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million

(1) The Offer has been authorized by a resolution dated November 3, 2025 passed by our Board.

(2) Our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated November 3, 2025. For further details, see "The Offer" and "Other Regulatory and Statutory Disclosures" beginning on pages 80 and 472, respectively.

(3) Each of the Selling Shareholders, severally and not jointly, specifically confirms that they are in compliance with Regulation 8 of the SEBI ICDR Regulations, to the extent applicable to such Selling Shareholders at the time of filing of the Draft Red Herring Prospectus. Each of the Selling Shareholders has, severally and not jointly approved their participation in the Offer for Sale in relation to its respective portion of the Offered Shares as set out below:

Name of the Selling Shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of board resolution/ authorization	Date of consent letter
Promoter Selling Shareholder				
Manish Sharma	*Up to ₹[●] million*	*Up to 45,000 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Promoter Group Selling Shareholder				
Ashwini Amit Dixit	*Up to ₹[●] million*	*Up to 67,500 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Investor Selling Shareholders				

Name of the Selling Shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of board resolution/ authorization	Date of consent letter
A91 Emerging Fund II LLP	*Up to ₹[●] million*	*Up to 2,410,650 Equity Shares of face value of ₹10 each*	*October 30, 2025*	*November 3, 2025*
NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	*Up to ₹[●] million*	*Up to 1,050,000 Equity Shares of face value of ₹10 each*	*September 10, 2025*	*November 3, 2025*
Xponentia Opportunities Fund II	*Up to ₹[●] million*	*Up to 1,043,550 Equity Shares of face value of ₹10 each*	*September 30, 2025*	*November 3, 2025*
Mace Private Limited	*Up to ₹[●] million*	*Up to 765,900 Equity Shares of face value of ₹10 each*	*September 10, 2025*	*November 3, 2025*
360 One Special Opportunities Fund – Series 8	*Up to ₹[●] million*	*Up to 680,850 Equity Shares of face value of ₹10 each*	*October 1, 2025*	*November 3, 2025*
360 One Monopolistic Market Intermediaries Fund	*Up to ₹[●] million*	*Up to 472,500 Equity Shares of face value of ₹10 each*	*October 1, 2025*	*November 3, 2025*
HDFC Life Insurance Company Limited	*Up to ₹[●] million*	*Up to 425,700 Equity Shares of face value of ₹10 each*	*June 20, 2023*	*November 3, 2025*
Xponentia Opportunities Limited	*Up to ₹[●] million*	*Up to 425,250 Equity Shares of face value of ₹10 each*	*October 13, 2025*	*November 3, 2025*
Society for Innovation and Entrepreneurship	*Up to ₹[●] million*	*Up to 204,000 Equity Shares of face value of ₹10 each*	*November 1, 2025*	*November 3, 2025*
Cyrus Jamshed Guzder	*Up to ₹[●] million*	*Up to 132,000 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Capri Global Holdings Private Limited	*Up to ₹[●] million*	*Up to 85,050 Equity Shares of face value of ₹10 each*	*October 1, 2025*	*November 3, 2025*
SVS Trust No IV	*Up to ₹[●] million*	*Up to 85,050 Equity Shares of face value of ₹10 each*	*October 3, 2025*	*November 3, 2025*
Venktesh Investment and Trading Company Private Limited	*Up to ₹[●] million*	*Up to 63,450 Equity Shares of face value of ₹10 each*	*September 26, 2025*	*November 3, 2025*
Himanshu Kantilal Sanghavi HUF	*Up to ₹[●] million*	*Up to 25,200 Equity Shares of face value of ₹10 each*	*October 10, 2025*	*November 3, 2025*
Devang Mehta	*Up to ₹[●] million*	*Up to 16,650 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Atul Hiralal Shah	*Up to ₹[●] million*	*Up to 12,600 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Bakul Hiralal Shah	*Up to ₹[●] million*	*Up to 12,600 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Devinjit Singh	*Up to ₹[●] million*	*Up to 6,750 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Perumal Ramamurthy Srinivasan	*Up to ₹[●] million*	*Up to 6,750 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Bhavya Kapoor	*Up to ₹[●] million*	*Up to 4,500 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Rahul Bahri	*Up to ₹[●] million*	*Up to 1,800 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*

(4) *The Employee Reservation Portion shall not exceed 5.00% of our post-Offer Equity Share capital. For further details, see "Offer Procedure" and "Offer Structure" beginning on pages 498 and 494, respectively. Eligible Employees Bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 500,000 (net of Employee Discount, if any). However, the initial allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of Employee Discount, if any). 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 ₹ 200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion after allocation of up to ₹ 500,000 (net of Employee Discount, if any), shall be added to the Net Offer. Our Company, in consultation with the BRLMs, may offer a discount up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation Portion which shall be announced at least two Working Days prior to the Bid/Offer Opening Date. For further details, see "Offer Procedure" and "Offer Structure" beginning on pages 498 and 494, respectively.*

The Offer and 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*" beginning on pages 80 and 494, respectively.

Objects of the Offer

The Selling Shareholders will be entitled to the entire proceeds of the Offer after deducting the Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer. The objects of the Offer are to (i) carry out the Offer for Sale of up to 8,043,300 Equity Shares of face value of ₹ 10 each by the Selling Shareholders aggregating up to ₹ [●] million; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details, see "*Objects of the Offer*" beginning on page 140.

Aggregate pre-Offer and post-Offer shareholding of our Promoters, the Selling Shareholders and members of our Promoter Group, to the extent applicable, as percentage of our paid-up Equity Share capital

Except as disclosed below, as on the date of this Red Herring Prospectus, none of our Promoters, the Selling Shareholders and members of our Promoter Group hold any Equity Shares of our Company.

Sr. No.	Name	Number of Equity Shares of face value of ₹10 each	Percentage of the pre-Offer paid-up Equity Share capital (on a fully diluted basis)*(%)	Number of Equity Shares post-Offer	Percentage of the post-Offer paid-up Equity Share capital (%)
Promoters					
1.	Prof. Shashikanth Suryanarayanan	7,150,500	16.16	[●]	[●]
2.	Amit Arun Dixit	1,245,000	2.81	[●]	[●]
3.	Manish Sharma^	864,000	1.95	[●]	[●]
4.	Anaykumar Avinash Joshi	591,000	1.34	[●]	[●]
Total (A)		**9,850,500**	**22.26**	**[●]**	**[●]**
Promoter Group					
1.	Ashwini Amit Dixit^	541,500	1.22	[●]	[●]
2.	Mallika R Iyer	1,234,500	2.79	[●]	[●]
3.	Priyanka Manish Sharma	57,000	0.13	[●]	[●]
4.	Ravikumar Krishnamurthi	15,000	0.03	[●]	[●]
Total (B)		**1,848,000**	**4.17**	**[●]**	**[●]**
Selling Shareholders					
1.	A91 Emerging Fund II LLP	8,035,500	18.16	[●]	[●]
2.	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	1,935,000	4.37	[●]	[●]
3.	Xponentia Opportunities Fund II	3,478,500	7.86	[●]	[●]
4.	360 One Special Opportunities Fund – Series 8	2,269,500	5.13	[●]	[●]
5.	360 One Monopolistic Market Intermediaries Fund	1,575,000	3.56	[●]	[●]
6.	Xponentia Opportunities Limited	1,417,500	3.20	[●]	[●]
7.	Mace Private Limited	2,553,000	5.77	[●]	[●]
8.	HDFC Life Insurance Company Limited	1,419,000	3.21	[●]	[●]
9.	Society for Innovation and Entrepreneurship	408,000	0.92	[●]	[●]
10.	Cyrus Jamshed Guzder	132,000	0.30	[●]	[●]
11.	Capri Global Holdings Private Limited	283,500	0.64	[●]	[●]
12.	SVS Trust No IV	283,500	0.64	[●]	[●]
13.	Venktesh Investment and Trading Company Private Limited	211,500	0.48	[●]	[●]
14.	Himanshu Kantilal Sanghavi HUF	84,000	0.19	[●]	[●]
15.	Devang Mehta	55,500	0.13	[●]	[●]
16.	Atul Hiralal Shah	42,000	0.09	[●]	[●]
17.	Bakul Hiralal Shah	42,000	0.09	[●]	[●]
18.	Devinjit Singh	22,500	0.05	[●]	[●]
19.	Perumal Ramamurthy Srinivasan	22,500	0.05	[●]	[●]
20.	Bhavya Kapoor	15,000	0.03	[●]	[●]
21.	Rahul Bahri	6,000	0.01	[●]	[●]
Total (C)		**24,291,000**	**54.91**	**[●]**	**[●]**
Total (A+B+C) = D		**35,989,500**	**81.35**	**[●]**	**[●]**

**Assuming exercise of vested options under ESOP 2014.*

^ Also one of the Selling Shareholders.

Our Promoters hold in aggregate 9,850,500 Equity Shares of face value of ₹10 each aggregating to 22.26% of the pre-Offer Equity Share capital, on a fully diluted basis, of our Company. For further details of the Offer, see "*Capital Structure*" beginning on page 96.

Pre-Offer shareholding as on the date of the Price Band advertisement and post-Offer shareholding as at Allotment for Promoters, members of the Promoter Group and additional top 10 shareholders

The pre-Offer shareholding of our Promoters, members of Promoter Group and additional top 10 Shareholders as on the date of the Price Band advertisement and as at the date of Allotment is set out below:

S. No.	Pre-Offer shareholding as on the date of Price Band advertisement			Post-Offer shareholding as at the date of Allotment^			
	Name of the Shareholder	Number of Equity Shares	Shareholding on a fully diluted basis (in %)*	At the lower end of the Price Band (₹[●])		At the upper end of the Price Band (₹[●])	
				Number of Equity Shares	Shareholding (in %)*	Number of Equity Shares	Shareholding (in %)*
Promoters							
1.	Prof. Shashikanth Suryanarayanan	[●]	[●]	[●]	[●]	[●]	[●]
2.	Amit Arun Dixit	[●]	[●]	[●]	[●]	[●]	[●]
3.	Manish Sharma^	[●]	[●]	[●]	[●]	[●]	[●]
4.	Anaykumar Avinash Joshi	[●]	[●]	[●]	[●]	[●]	[●]
Promoter Group							
1.	Ashwini Amit Dixit^	[●]	[●]	[●]	[●]	[●]	[●]
2.	Mallika R Iyer	[●]	[●]	[●]	[●]	[●]	[●]
3.	Priyanka Manish Sharma	[●]	[●]	[●]	[●]	[●]	[●]
4.	Ravikumar Krishnamurthi	[●]	[●]	[●]	[●]	[●]	[●]
Additional top 10 Shareholders							
1.	A91 Emerging Fund II LLP	[●]	[●]	[●]	[●]	[●]	[●]
2.	Xponentia Opportunities Fund II	[●]	[●]	[●]	[●]	[●]	[●]
3.	Mace Private Limited	[●]	[●]	[●]	[●]	[●]	[●]
4.	360 One Special Opportunities Fund – Series 8	[●]	[●]	[●]	[●]	[●]	[●]
5.	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	[●]	[●]	[●]	[●]	[●]	[●]
6.	360 One Monopolistic Market Intermediaries Fund	[●]	[●]	[●]	[●]	[●]	[●]
7.	HDFC Life Insurance Company Limited	[●]	[●]	[●]	[●]	[●]	[●]
8.	Xponentia Opportunities Limited	[●]	[●]	[●]	[●]	[●]	[●]
9.	Pushkaraj Panse	[●]	[●]	[●]	[●]	[●]	[●]
10.	CGH Amsia S.A.R.L.	[●]	[●]	[●]	[●]	[●]	[●]

* *Includes all options that have been exercised until date of prospectus and any transfers of Equity Shares by existing shareholders after the date of the pre-issue and price band advertisement until date of Prospectus.*

^ *Also one of the Selling Shareholders.*

Notes:

(1) *Assuming full subscription in the Offer. The post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalisation of the Basis of Allotment.*

(2) *The Promoter Group shareholders are Mallika R Iyer, Ravikumar Krishnamurthi, Priyanka Manish Sharma and Ashwini Amit Dixit.*

(3) *Based on the Offer Price of ₹ [●]and subject to finalization of the basis of allotment.*

Summary of Restated Financial Information

The following details are derived from the Restated Financial Information as at / for the nine months ended December 31, 2025, and Fiscal 2025, 2024 and 2023:

(₹ in million, unless specified)

Particulars	As at nine months ended December 31, 2025	As at and for the Financial Year ended March 31, 2025	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023
Revenue from operations	7,706.65	6,583.63	5,306.53	4,230.28
Profit for the period/year	714.98	470.45	58.78	85.73
Earnings per equity share (nominal value of shares ₹ 10) (nine months ended earning per share not annualised)				
Basic(1) (₹)	16.59	10.93	1.45	2.12
Diluted(2) (₹)	16.35	10.82	1.39	2.04
Total borrowings(3)	468.92	496.18	1,506.18	1,096.07
Equity share capital (A)	437.37	0.28	0.11	0.11
Equity component of compulsorily convertible preference shares (B)	-	-	0.85	0.85
Reserves and surplus (C)	3,667.43	3,033.53	1,240.26	1,149.29

(₹ *in million, unless specified)*

Particulars	As at nine months ended December 31, 2025	As at and for the Financial Year ended March 31, 2025	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023
Other comprehensive expense for the period/year (net of tax) (D)	(7.48)	(4.95)	(3.07)	(1.93)
Net Worth (E=A+B+C-D) (4)	4,112.28	3,038.76	1,244.29	1,152.18
Net asset value per Equity Share of face value of ₹10 each(5) (₹)	94.02	71.57	30.57	28.45

Notes:

The ratios have been computed as follows:

1. *Basic EPS: the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources.*
2. *Diluted EPS: the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of potential equity shares outstanding during the period/year, adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources.*
3. *Total borrowings include Current liabilities - Financial liabilities - Borrowings and Non-current liabilities - Financial liabilities - Borrowings.*
4. *Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, net worth has been computed as a sum of equity share capital, equity component of compulsorily convertible preference shares, reserves and surplus as of the last day of relevant period/year minus other comprehensive expense for the period/year. For reconciliation of Net worth, see "Management's Discussion and Analysis of Financial Condition and Results of Operations-NON-GAAP MEASURES" on page 441.*
5. *Net asset value per equity share is calculated as Net worth divided by total of number of equity shares outstanding as at the end of period/year and Number of Compulsorily Convertible Preference Shares outstanding as at the end of period/year. Denominator is adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources. For reconciliation of net asset value per equity share, see "Management's Discussion and Analysis of Financial Condition and Results of Operations-NON-GAAP MEASURES" on page 441.*

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

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

Summary table of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Promoters, Directors, KMPs and Senior Management Personnel, as applicable, as on the date of this Red Herring Prospectus, is provided below:

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five years	Material civil litigations	Aggregate amount involved# (₹ in million)*
Company						
By our Company	Nil	NA	NA	NA	Nil	Nil
Against our Company	Nil	4^	NA	NA	Nil	34.55
Directors						
By the Directors	Nil	Nil	NA	NA	Nil	Nil
Against the Directors	Nil	Nil	NA	NA	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	NA	NA	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Key Managerial Personnel						
By the KMP	Nil	NA	NA	NA	NA	Nil
Against the KMP	Nil	NA	Nil	NA	NA	Nil
Senior Management Personnel						
By the Senior Management	Nil	NA	NA	NA	Nil	Nil
Against the Senior Management Personnel	Nil	NA	Nil	NA	NA	Nil

\# *Determined in accordance with the Materiality Policy.*

* *To the extent quantifiable.*

^ *Our Company has already paid the amount under litigation; however, since our Company has not received a closure order against the case, the same has been included in the table above.*

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 461.

Risk Factors

Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 33 to have an informed view before making an investment decision. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer.

Set forth below are the top 10 risk factors applicable to our Company, in their order of materiality that could cause actual results to differ materially from our expectations:

Sr. No.	Risk Factors
1.	We have a high degree of revenue concentration with a small number of customers, particularly, a key customer, TVS Motor Company Limited ("**TVS Motor**"), which contributed 75.48%, 80.46%, 83.46% and 79.05% of our revenue from operations for the nine months ended December 31, 2025, Fiscals 2025, 2024 and 2023, respectively, which exposes us to significant business risk if demand from these customers reduces or commercial relationships change which could have a significant negative effect on our business, profitability, and cash flows
2.	We are currently dependent on our two manufacturing facilities in Pune, Maharashtra, for all of our production requirements as on the date of this Red Herring Prospectus which may expose us to regional and operational risks that could have a material adverse effect on our business, results of operations, cash flows, and financial condition
3.	We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects
4.	Currently, we are significantly dependent on the mobility segment which contributed 84.63%, 85.69%, 85.64% and 80.37% of our revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any downturn, cyclical fluctuation, or adverse development in this segment could materially impact our business, results of operations, and financial condition
5.	Our results are affected by demand for gensets in India and globally, i.e., the industrial segment, which contributed 15.37%, 14.31%, 14.36% and 19.63% of our revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any sustained decline in market acceptance or a shift towards alternative energy could materially impact our business, operations, and financial condition
6.	We are exposed to counterparty credit risk. As at December 31, 2025, March 31, 2025, 2024 and 2023, trade receivables from our top 10 customers were ₹ 1,384.06 million, ₹ 412.01 million, ₹ 257.12 million, and ₹ 131.19 million, respectively. Any delay in receiving payments or non-receipt of payments may adversely impact our business, financial condition, cash flows and results of operations
7.	We are significantly dependent on our top 10 suppliers for primary raw materials, wherein purchases from top 10 suppliers constituted 63.63%, 63.64%, 65.63% and 63.34% of our total purchases during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any disruption, delay, or inability of these suppliers to fulfil their commitments may materially and adversely affect our production, financial performance, and growth prospects
8.	We import critical raw materials such as semiconductors and printed circuit boards from People's Republic of China ("China"), which exposes us to heightened supply chain and geopolitical risks that may materially affect our costs, production schedules, and business continuity and thereby our business, results of operations, cash flows, and future growth prospects
9.	Our Statutory Auditors' audit reports for Fiscals 2025 and 2024 and the examination report to our Restated Financial Information have included certain observations on certain matters specified in the Companies (Audit and Auditors) Rules, 2014 and Companies Auditor's Report Order, 2020 for Fiscal 2025. If similar modifications and comments are included in the Statutory Auditors' reports for our financial statements in the future, it could adversely affect our financial condition, cash flows and results of operations
10.	The average cost of acquisition of Equity Shares by our Promoters and Selling Shareholders may be less than the Offer Price

Summary of contingent liabilities

The details of our contingent liabilities as at December 31, 2025, derived from the Restated Financial Information are set forth in the table below:

(₹ in million)

Particulars	As at December 31, 2025
Claims against the Company not acknowledged as debt (Income tax matters in dispute*)	28.26
Total	**28.26**

**The Company is contesting before Hon'ble ITAT against the order passed by the CIT(A) and believe that it's position will likely be upheld in the appellate process. No expense has been accrued in the financial statements for the tax demands/notices raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Company's financial position and results of the operations.*

For further details of contingent liabilities as at December 31, 2025 as per Ind AS 37, see "*Restated Financial Information – Note 42 – Contingent liabilities and commitments*" on page 409.

Summary of related party transactions

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures read with SEBI ICDR Regulations, entered into by our Company with related parties for the nine months ended December 31, 2025, and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, as derived from the Restated Financial Information are as follows:

(₹ in million)

Sr. No.	Nature of transaction	Name of related party	Nature of relationship	For the nine months ended December 31, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
1.	Short-term	Prof. Shashikanth	Key Management Personnel	59.65	53.93	32.20	19.07

Sr. No.	Nature of transaction	Name of related party	Nature of relationship	For the nine months ended December 31, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
	employee benefits	Suryanarayanan					
		Amit Arun Dixit	Key Management Personnel	33.69	29.99	53.46	13.02
		Manish Sharma	Key Management Personnel	23.44	26.48	14.77	8.55
		Rajesh Madhukar Sheth	Key Management Personnel	10.25	9.83	6.31	3.88
		Prasad Rajendra Chavan	Key Management Personnel	0.99	0.34	-	-
		Udo Edgar Wolz	Key Management Personnel	5.36	-	-	-
				133.38	**120.57**	**106.74**	**44.52**
2.	Post employment benefits	Amit Arun Dixit	Key Management Personnel	1.13	2.99	0.50	0.04
		Manish Sharma	Key Management Personnel	1.40	1.39	0.16	0.05
		Rajesh Madhukar Sheth	Key Management Personnel	0.87	0.35	0.77	0.22
		Prasad Rajendra Chavan	Key Management Personnel	0.08	0.02	-	-
				3.48	**4.75**	**1.43**	**0.31**
3.	Reimbursement of expenses (net)	Amit Arun Dixit	Key Management Personnel	-	0.01	0.08	0.10
		Manish Sharma	Key Management Personnel	0.01	0.21	0.07	0.19
		Rajesh Madhukar Sheth	Key Management Personnel	-	0.01	0.17	0.16
		Udo Edgar Wolz	Key Management Personnel	0.11	-	-	-
				0.12	**0.23**	**0.32**	**0.45**
4.	Share based payments	Rajesh Madhukar Sheth	Key Management Personnel	7.23	10.17	2.98	1.48
				7.23	**10.17**	**2.98**	**1.48**
5.	Commission/remuneration	Poyni Bhatt	Key Management Personnel	2.20	-	-	-
		Namakal Srinivasan Parthasarathy	Key Management Personnel	2.20	-	-	-
				4.40	**-**	**-**	**-**
6.	Sitting Fees	Poyni Bhatt	Key Management Personnel	1.10	-	-	-
		Namakal Srinivasan Parthasarathy	Key Management Personnel	1.00	-	-	-
				2.10	**-**	**-**	**-**

For further details of the related party transactions, see "*Other Financial Information – Related Party Transactions*" on page 428.

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

The weighted average price at which the Specified Securities were acquired by our Promoters (including the Promoter Selling Shareholder) and the Selling Shareholders, in the one year preceding the date of this Red Herring Prospectus is as follows:

Name	Number of Equity Shares of face value of ₹10 each acquired in the last one year	Weighted average price of acquisition per Equity Share (in ₹)*(1)(2)(3)(4)
Promoters		
Prof. Shashikanth Suryanarayanan	7,145,773	5.60
Amit Arun Dixit	1,244,270	80.37
Manish Sharma^	863,444	23.16
Anaykumar Avinash Joshi	591,016	242.56
Promoter Group		
Ashwini Amit Dixit^	541,139	-
Mallika R Iyer	1,233,677	-
Priyanka Manish Sharma	56,962	-
Ravikumar Krishnamurthy	14,990	-
Selling Shareholders		
A91 Emerging Fund II LLP	8,030,143	-
NRJN Family Trust (represented by Entrust Family Office Legal and Trusteeship Services Private Limited)	1,933,710	-
Xponentia Opportunities Fund - II	3,476,181	-
360 One Special Opportunities Fund - Series 8	2,267,987	-

Name	Number of Equity Shares of face value of ₹10 each acquired in the last one year	Weighted average price of acquisition per Equity Share (in ₹)*(1)(2)(3)(4)
360 One Monopolistic Market Intermediaries Fund	1,573,950	-
Xponentia Opportunities Limited	1,416,555	-
Mace Private Limited	2,551,298	-
HDFC Life Insurance Company Limited(4)	1,418,054	-
Society for Innovation and Entrepreneurship	407,728	-
Cyrus Jamshed Guzder	131,912	-
Capri Global Holdings Private Limited	283,311	-
SVS Trust No IV	283,311	-
Venktesh Investment and Trading Company Private Limited	211,359	-
Himanshu Kantilal Sanghavi HUF	83,944	-
Devang Mehta	55,463	-
Atul Hiralal Shah	41,972	-
Bakul Hiralal Shah	41,972	-
Devinjit Singh	22,485	-
Perumal Ramamurthy Srinivasan	22,485	-
Bhavya Kapoor	14,990	-
Rahul Bahri	5,996	-

** As certified by S K Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.*
^ Also a Selling Shareholder.
Notes:
(1) *Average cost of acquisition has been computed using First in, First Out (FIFO) method and considering only the cost of shares allotted to the Promoters, the members of the Promoter Group and/or Selling Shareholders on account of further issue and bonus issue and transfers, i.e., cost paid by the Promoters, the members of the Promoter Group and/or Selling Shareholders for acquisition by way of subscription, bonus issue and acquisition from another shareholder divided by the total number of equity shares acquired by the abovementioned transactions. The selling price of the shares transferred by the respective Promoters and/or Selling Shareholders to others has not been netted off while calculating the average cost of acquisition.*
(2) *Our Company has allotted 43,569,934 fully paid-up bonus Equity Shares of face value of ₹ 10 each, in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 for every one Equity Share of face value of ₹10 held) to the eligible shareholders in accordance with the resolution passed by the Board at its meeting held on September 5, 2025, and pursuant to the resolution passed by the Shareholders at an Extraordinary General meeting held on September 10, 2025. The cost of acquisition of Bonus Shares is considered as Nil.*
(3) *Total consideration paid for allotment of Equity Shares in case of conversion of CCPS has been derived from the consideration paid for the acquisition of CCPS at the time of such acquisition.*
(4) *HDFC Life Insurance Company Limited is holding equity shares through two demat accounts and accordingly the aggregated shareholding have been reflected here.*

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

The weighted average cost of acquisition of all shares transacted in the last three, years, 18 months, and one year:

Period	Weighted Average Cost of Acquisition per Equity Share (in ₹)*(1)(2)(3)	Cap Price is 'X' times the Weighted Average Cost of Acquisition^	Range of acquisition price: Lowest Price – Highest Price (in ₹)*(3)(4)
Last one year preceding the date of this Red Herring Prospectus	95.15	[●]	0.00 – 1,200.00
Last 18 months preceding the date of this Red Herring Prospectus	118.16	[●]	0.00 – 1,200.00
Last three years preceding the date of this Red Herring Prospectus	472.80	[●]	0.00 – 1,200.00

* *As certified by S K Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.*
^ *To be updated upon finalization of Price Band.*
Notes:
(1) *Our Company has allotted 43,569,934 fully paid-up bonus Equity Shares of face value of ₹ 10 each, in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 for every one Equity Share of face value of ₹10 held) to the eligible shareholders in accordance with the resolution passed by the Board at its meeting held on September 5, 2025, and pursuant to the resolution passed by the Shareholders at an Extraordinary General meeting held on September 10, 2025.*
(2) *Total consideration paid for allotment of Equity Shares in case of conversion of CCPS has been derived from the consideration paid for the acquisition of CCPS by the holder.*
(3) *Cost of acquisition of bonus shares has been considered as Nil.*
(4) *The acquisition price and the number of shares transacted has been adjusted for bonus issue.*

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

The average cost of acquisition per Equity Shares and acquired by our Promoters (including the Promoter Selling Shareholder) and the Selling Shareholders as on the date of this Red Herring Prospectus is as follows:

Name	Number of Equity Shares of face value of ₹10 each as on the date of this Red Herring Prospectus	% of pre-Offer Equity Share capital on a fully diluted basis	Average cost of acquisition per Equity Share (in ₹)*(1)(2)(3)
Promoters			
Prof. Shashikanth Suryanarayanan	7,150,500	16.16	45.55
Amit Arun Dixit	1,245,000	2.81	83.34
Manish Sharma^	864,000	1.95	46.00
Anaykumar Avinash Joshi	591,000	1.34	240.78
Selling Shareholders			
Ashwini Amit Dixit	541,500	1.22	100.00
A91 Emerging Fund II LLP	8,035,500	18.16	368.28
NRJN Family Trust (represented by Entrust Family Office Legal and Trusteeship Services Private Limited)	1,935,000	4.37	94.86
Xponentia Opportunities Fund - II	3,478,500	7.86	352.29
360 One Special Opportunities Fund - Series 8	2,269,500	5.13	386.31
360 One Monopolistic Market Intermediaries Fund	1,575,000	3.56	386.13
Xponentia Opportunities Limited	1,417,500	3.20	352.29
Mace Private Limited	2,553,000	5.77	352.29
HDFC Life Insurance Company Limited(3)	1,419,000	3.21	373.68
Society for Innovation and Entrepreneurship	408,000	0.92	0.01
Cyrus Jamshed Guzder	132,000	0.30	340.00
Capri Global Holdings Private Limited	283,500	0.64	352.29
SVS Trust No IV	283,500	0.64	352.29
Venktesh Investment and Trading Company Private Limited	211,500	0.48	352.29
Himanshu Kantilal Sanghavi HUF	84,000	0.19	352.29
Devang Mehta	55,500	0.13	352.29
Atul Hiralal Shah	42,000	0.09	352.29
Bakul Hiralal Shah	42,000	0.09	352.29
Devinjit Singh	22,500	0.05	352.29
Perumal Ramamurthy Srinivasan	22,500	0.05	352.29
Bhavya Kapoor	15,000	0.03	352.29
Rahul Bahri	6,000	0.01	352.29

* *As certified by S K Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.*

^ *Also a Selling Shareholder.*

Notes:

(1) *Our Company has allotted 43,569,934 fully paid-up bonus Equity Shares of face value of ₹ 10 each, in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 for every one Equity Share of face value of ₹10 held) to the eligible shareholders in accordance with the resolution passed by the Board at its meeting held on September 5, 2025, and pursuant to the resolution passed by the Shareholders at an Extraordinary General meeting held on September 10, 2025. The cost of acquisition of Bonus Shares is considered as Nil.*

(2) *Total consideration paid for allotment of Equity Shares in case of conversion of CCPS has been derived from the consideration paid for the acquisition of CCPS at the time of such acquisition.*

(3) *HDFC Life Insurance Company Limited is holding equity shares through two demat accounts and accordingly the aggregated shareholding have been reflected here.*

Details of price at which specified securities were acquired by each of the Promoters, members of our Promoter Group, Selling Shareholders and Shareholders entitled with the right to nominate directors or other rights in the last three years immediately preceding the date of this Red Herring Prospectus

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Red Herring Prospectus, by the Promoters, members of our Promoter Group and Selling Shareholders. As on the date of this Red Herring Prospectus, there are no Shareholders entitled with the right to nominate directors or other rights in the Company.

The details of the price at which the acquisition of Equity Shares were undertaken in the last three years preceding the date of this Red Herring Prospectus are stated below:

Sr. No.	Name of acquirer	Date of Acquisition / Allotment	Face value (₹)	Number of Equity Shares	Nature of consideration	Nature of Transaction	Acquisition price per share^ (in ₹)
Promoters							
1.		October 25, 2024	10	96	Cash	Transfer	850,000.00

Sr. No.	Name of acquirer	Date of Acquisition / Allotment	Face value (₹)	Number of Equity Shares	Nature of consideration	Nature of Transaction	Acquisition price per share^ (in ₹)
	Prof. Shashikanth Suryanarayanan	September 1, 2025	10	40	Cash	Allotment on conversion of warrants##	1,000,000.00
		September 22, 2025	10	7,145,733	NA	Allotment of bonus shares	Nil
2.	Amit Arun Dixit	September 3, 2025	10	100	Cash	Allotment on conversion of warrants##	1,000,000.00
		September 22, 2025	10	1,244,170	NA	Allotment of bonus shares	Nil
3.	Manish Sharma*	May 22, 2024	10	123	Cash	Transfer	150,000.00
		August 25, 2025	10	20	Cash	Allotment on conversion of warrants##	1,000,000.00
		September 22, 2025	10	863,424	NA	Allotment of bonus shares	Nil
4.	Anaykumar Avinash Joshi	October 12, 2023	10	2	Cash	ESOP allotment	10.00
		October 12, 2023	10	14	Cash	ESOP allotment	66,000.00
		November 06, 2024	10	16	Cash	ESOP allotment	66,000.00
		February 13, 2025	10	20	Cash	ESOP allotment	66,000.00
		February 28, 2025	10	12	Cash	ESOP allotment	66,000.00
		March 21, 2025	10	10	Cash	ESOP allotment	66,000.00
		July 18, 2025	10	78	Cash	ESOP allotment	66,000.00
		July 18, 2025	10	18	Cash	ESOP allotment	212,593.00
		August 13, 2025	10	82	Cash	ESOP allotment	212,593.00
		August 26, 2025	10	150	Cash	ESOP allotment	370,000.00
		September 3, 2025	10	60	Cash	Allotment on conversion of warrants##	1,000,000.00
		September 22, 2025	10	590,606	NA	Allotment of bonus shares	Nil
Promoter Group							
1.	Ashwini Amit Dixit*	May 22, 2024	10	65	Cash	Transfer	150,000.00
		May 22, 2024	10	296	Cash	Transfer	150,000.00
		September 22, 2025	10	541,139	NA	Allotment of bonus shares	Nil
2.	Mallika R Iyer	June 14, 2024	10	182	Nil	Transmission	Nil
		September 22, 2025	10	1,233,677	NA	Allotment of bonus shares	Nil
3.	Priyanka Manish Sharma	May 31, 2024	10	38	Nil	Transfer by way of gift	Nil
		September 22, 2025	10	56,962	NA	Allotment of bonus Shares	Nil
4.	Ravikumar Krishnamurthy	April 24, 2023	10	25	Cash	Transfer	510,000.00
		April 24, 2023	10	7	Cash	Transfer	510,000.00
		April 21, 2023	10	15	Cash	Transfer	510,000.00
		September 22, 2025	10	14,990	NA	Allotment of bonus Shares	Nil
Selling Shareholders							
1.	A91 Emerging Fund II LLP	May 30, 2024	10	22	Cash	Transfer	528,429.51
		May 31, 2024	10	4,727	NA$	Allotment on conversion of CCPS	528,429.51
		July 31, 2024	10	608	Cash	Private placement	739,801.31
		September 22, 2025	10	8,030,143	NA	Allotment on bonus shares	Nil
2.	NRJN Family Trust (represented by Entrust Family Office Legal and Trusteeship Services Private Limited)	May 31, 2024	10	2,407	NA$	Allotment on conversion of CCPS	142,288.56
		September 22, 2025	10	1,933,710	NA	Allotment of bonus shares	Nil
3.	Xponentia Opportunities Fund - II	May 31, 2024	10	2,319	NA$	Allotment on conversion of CCPS	528,429.51
		September 22, 2025	10	3,476,181	NA	Allotment of bonus shares	Nil
4.	360 One Special Opportunities Fund - Series 8	May 30, 2024	10	31	Cash	Transfer	528,429.51
		May 31, 2024	10	308	NA$	Allotment on conversion of CCPS	528,429.51
		June 3, 2024	10	852	Cash	Transfer	528,429.51
		July 31, 2024	10	239	Cash	Private placement	739,801.31
		November 08, 2024	10	83	Cash	Transfer	850,000.00

Sr. No.	Name of acquirer	Date of Acquisition / Allotment	Face value (₹)	Number of Equity Shares	Nature of consideration	Nature of Transaction	Acquisition price per share^ (in ₹)
		September 22, 2025	10	2,267,987	NA	Allotment on bonus shares	Nil
5.	360 One Monopolistic Market Intermediaries Fund	May 30, 2024	10	10	Cash	Transfer	528,429.51
		May 31, 2024	10	817	NA$	Allotment on conversion of CCPS	528,429.51
		July 31, 2024	10	167	Cash	Private placement	739,801.31
		November 08, 2024	10	56	Cash	Transfer	850,000.00
		September 22, 2025	10	1,573,950	NA	Allotment of bonus shares	Nil
6.	Xponentia Opportunities Limited	May 31, 2024	10	945	NA$	Allotment on conversion of CCPS	528,429.51
		September 22, 2025	10	1,416,555	NA	Allotment of bonus shares	Nil
7.	Mace Private Limited	May 31, 2024	10	446	NA$	Allotment on conversion of CCPS	528,429.51
		May 31, 2024	10	570	NA$	Allotment on conversion of CCPS	528,429.51
		May 31, 2024	10	686	NA$	Allotment on conversion of CCPS	528,429.51
		September 22, 2025	10	2,551,298	NA	Allotment of bonus shares	Nil
8.	HDFC Life Insurance Company Limited#	September 18, 2024**	10	946	Cash	Transfer	560,515.66
		September 22, 2025	10	1,418,054	NA	Allotment of bonus shares	Nil
9.	Society for Innovation and Entrepreneurship	September 22, 2025	10	407,728	NA	Allotment of bonus shares	Nil
10.	Cyrus Jamshed Guzder	May 24, 2023	10	88	Cash	Transfer	510,000.00
		September 22, 2025	10	131,912	NA	Allotment of bonus shares	Nil
11.	Capri Global Holdings Private Limited	May 30, 2024	10	63	Cash	Transfer	528,429.51
		May 31, 2024	10	126	NA$	Allotment on conversion of CCPS	528,429.51
		September 22, 2025	10	283,311	NA	Allotment of bonus shares	Nil
12.	SVS Trust No IV	May 31, 2024	10	189	NA$	Allotment on conversion of CCPS	528,429.51
		September 22, 2025	10	283,311	NA	Allotment of bonus shares	Nil
13.	Venktesh Investment and Trading Company Private Limited	May 30, 2024	10	141	Cash	Transfer	528,429.51
		September 22, 2025	10	211,359	NA	Allotment of bonus shares	Nil
14.	Himanshu Kantilal Sanghavi HUF	May 30, 2024	10	56	Cash	Transfer	528,429.51
		September 22, 2025	10	83,944	NA	Allotment of bonus shares	Nil
15.	Devang Mehta	May 31, 2024	10	37	NA$	Allotment on conversion of CCPS	528,429.51
		September 22, 2025	10	55,463	NA	Allotment of bonus shares	Nil
16.	Atul Hiralal Shah	May 30, 2024	10	28	Cash	Transfer	528,429.51
		September 22, 2025	10	41,972	NA	Allotment of bonus shares	Nil
17.	Bakul Hiralal Shah	May 30, 2024	10	28	Cash	Transfer	528,429.51
		September 22, 2025	10	41,972	NA	Allotment of bonus shares	Nil
18.	Devinjit Singh	May 31, 2024	10	15	NA$	Allotment on conversion of CCPS	528,429.51
		September 22, 2025	10	22,485	NA	Allotment of bonus shares	Nil
19.	Perumal Ramamurthy Srinivasan	May 30, 2024	10	15	Cash	Transfer	528,429.51
		September 22, 2025	10	22,485	NA	Allotment of bonus shares	Nil
20.	Bhavya Kapoor	May 31, 2024	10	10	NA$	Allotment on conversion of CCPS	528,429.51
		September 22, 2025	10	14,990	NA	Allotment of bonus shares	Nil
21.	Rahul Bahri	May 30, 2024	10	4	Cash	Transfer	528,429.51
		September 22, 2025	10	5,996	NA	Allotment of bonus shares	Nil

^ *As certified by S K Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.*
* *Also a Selling Shareholder.*
# *HDFC Life Insurance Company Limited is holding equity shares through two demat accounts and accordingly the aggregated shareholding have been reflected here.*
***The cash consideration for this transfer was paid on September 17, 2024.*
$ *The cash consideration for such allotments of Equity Shares was paid at the time of allotment of the relevant Preference Shares. Accordingly, no consideration was received at the time of such conversion.*

Our Company had, pursuant to a resolution of the Board dated May 21, 2025 and a special resolution of the Shareholders dated May 29, 2025, allotted 100 partly paid-up warrants to Amit Arun Dixit, 60 partly paid-up warrants to Anaykumar Avinash Joshi, 40 partly paid-up warrants to Prof. Shashikanth Suryanarayanan and 20 partly paid-up warrants to Manish Sharma on July 1, 2025, at a price of ₹ 1,000,000 per warrant, by way of a preferential issue, with each warrant convertible into one Equity Share having face value of ₹10 each. Such warrants have been converted into Equity Shares upon payment of the balance consideration amount, and are no longer outstanding.

Further, the details of the price at which the acquisition of Preference Shares were undertaken in the last three years preceding the date of this Red Herring Prospectus are stated below:

Sr. No.	Name of acquirer	Date of Acquisition / Allotment	Face value (in ₹)	Number of Preference Shares	Nature of consideration	Nature of Transaction	Acquisition price per share (in ₹)*
Selling Shareholders							
1.	A91 Emerging Fund II LLP	May 30, 2024	10	1,256	Cash	Transfer of Series A CCPS	528,429.51
		May 30, 2024	100	767	Cash	Transfer of Series C CCPS	528,429.51
		May 30, 2024	100	762	Cash	Transfer of Series D1 CCPS	528,429.51
		May 30, 2024	10	1,942	Cash	Transfer of Series B CCPS	528,429.51
2.	Xponentia Opportunities Fund - II	May 30, 2024	10	2,319	Cash	Transfer of Series A CCPS	528,429.51
3.	360 One Special Opportunities Fund - Series 8	May 30, 2024	100	308	Cash	Transfer of Series E1 CCPS	528,429.51
4.	360 One Monopolistic Market Intermediaries Fund	May 30, 2024	100	416	Cash	Transfer of Series C CCPS	528,429.51
		May 30, 2024	10	59	Cash	Transfer of Series B CCPS	528,429.51
		May 30, 2024	100	342	Cash	Transfer of Series E1 CCPS	528,429.51
5.	Xponentia Opportunities Limited	May 30, 2024	10	596	Cash	Transfer of Series A CCPS	528,429.51
		May 30, 2024	10	349	Cash	Transfer of Series B CCPS	528,429.51
6.	Mace Private Limited	May 30, 2024	10	446	Cash	Transfer of Series B CCPS	528,429.51
		May 30, 2024	100	648	Cash	Transfer of Series D CCPS	464,822.25
		May 30, 2024	100	797	Cash	Transfer of Series E CCPS	454,833.93
7.	Capri Global Holdings Private Limited	May 30, 2024	10	126	Cash	Transfer of Series B CCPS	528,429.51
8.	SVS Trust No IV	May 30, 2024	10	189	Cash	Transfer of Series B CCPS	528,429.51
9.	Devang Mehta	May 30, 2024	10	37	Cash	Transfer of Series A CCPS	528,429.51
10.	Devinjit Singh	May 30, 2024	10	15	Cash	Transfer of Series A CCPS	528,429.51
11.	Bhavya Kapoor	May 30, 2024	10	10	Cash	Transfer of Series A CCPS	528,429.51

* *As certified by S K Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.*

Details of pre-IPO placement

Our Company does not contemplate any Pre-IPO placement of specified securities.

Issuances of Equity Shares made in the last one year for consideration other than cash

Except as disclosed in "*Capital Structure– Notes to the Capital Structure – Share capital history of our Company – (a) Equity Share capital*" on page 97, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

Financing Arrangements

Except as disclosed in "*Capital Structure – Notes to the Capital Structure*" on page 97, there have been no financing arrangements whereby the Promoters, members of the Promoter Group, our Directors, and their relatives (as defined under the 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 relevant financing entity) during a period of six months immediately preceding the date of filing of this Red Herring Prospectus.

Split or Consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the last one year preceding the date of this Red Herring Prospectus.

Exemption from complying with any provisions of SEBI ICDR Regulations, if any, granted by SEBI

As on the date of this Red Herring Prospectus, our Company has not sought or obtained any exemption from the SEBI from compliance with any provisions of securities laws from SEBI.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

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

All references to the:

"US", "USA" or the "United States" are to the United States of America and its territories and possessions; and

"Germany" is to the Federal Republic of Germany and its territories and possessions.

In this Red Herring Prospectus, unless otherwise specified:

- any time mentioned is in IST;
- all references to a year are to a calendar year; and
- all references to page numbers are to the page numbers of this Red Herring Prospectus.

Financial Data

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Unless stated otherwise, all references to a year in this Red Herring Prospectus are to a calendar year and references to the terms Fiscal or Fiscal Year or Financial Year are to the 12 months ended March 31 of such year.

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

Restated financial information of our Company as at and for the nine months ended December 31, 2025, and the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 comprising the restated statement of assets and liabilities as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flows for the nine months ended December 31, 2025 and for years ended March 31, 2025, March 31, 2024 and March 31, 2023, the material accounting policies and other explanatory notes, prepared in terms of requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,, as amended, the Guidance Note on 'Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India and an e-mail dated October 28, 2021 from the Securities and Exchange Board of India ("**SEBI**") to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide financial statements prepared in accordance with Indian Accounting Standards ("**Ind AS**") for all the three years and stub period.

The Restated Financial Information have been prepared to comply in all material respects with the 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), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the financial statements and other relevant provisions of the Companies Act, 2013.

For further information, see "*Restated Financial Information*" beginning on page 311.

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 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 U.S. GAAP and IFRS, which investors may be more familiar and may consider them material to their assessment of our financial condition.*" on page 70. The degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal place and all percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources. 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.

Unless the context otherwise indicates, any percentage amounts, or ratios (excluding certain operational metrics) as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 33, 246, 429, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Financial Information, as applicable.

Non-GAAP Financial Measures

Certain Non-GAAP financial measures relating to our financial performance, namely EBIT, EBITDA, EBITDA Margin (%), Profit for the period/year margin (%), Tangible net worth, Total Debt, Capital Employed, RoCE (%), RoE (%), Debt-Equity Ratio, Net worth, RoNW (%) and Net Asset Value ("**NAV**") per Equity Share (collectively, "**Non-GAAP Measures**") and certain other industry metrics and financial parameters have been included in this Red Herring Prospectus and are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, these Non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or US GAAP. These Non-GAAP financial measures and other information relating to financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial 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. Such supplemental financial and operational information should not be considered in isolation or as a substitute for an analysis of our Restated Financial Information disclosed elsewhere in this Red Herring Prospectus. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Other Financial Information*" and "*Risk Factors – We have in this Red Herring Prospectus included certain non-generally accepted accounting principle financial measures and certain other industry measures related to our operations and financial performance. These Non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.*" on pages 429, 427 and 69, respectively.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India;
- "USD" or US$" or "$" are to United States Dollar, the official currency of the United States of America;
- "Euro" or "€" are to Germany, the official currency of the Federal Republic of Germany; and
- "CHF" are to Swiss Franc, the official currency of the Switzerland.

Our Company has presented certain numerical information in this Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000, one billion represents 1,000,000,000, and one trillion represents 1,000,000,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Red Herring Prospectus in such denominations as provided in the respective sources.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All per share and percentage figures have been rounded off to one/ two decimal places. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

Exchange Rates

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

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

(amount in ₹)

Currency	Exchange rate as at			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
1 USD	89.78	85.58	83.37	82.22
1 Euro	105.46	92.47	89.99	89.53
1 CHF	113.37	97.09	92.57	89.93

Source: www.rbi*.org.in, www.fbil.org.in, and xe.com*

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

Industry and Market Data

Unless stated otherwise, industry and market data used in this Red Herring Prospectus has been obtained or derived from the CRISIL Report, and publicly available information as well as other industry publications and sources.

CRISIL is an independent agency which has no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel or Senior Management Personnel or the Book Running Lead Managers. The CRISIL Report has been exclusively paid for and commissioned by our Company pursuant to an engagement letter with CRISIL dated April 22, 2025, read with addendum letter dated February 16, 2026 for the purposes of confirming our understanding of the industry in which the Company operates, in connection with the Offer. The CRISIL Report is available on the website of our Company at https://www.sedemac.com/investors/other-information/ipo-offer-documents/industry-reports and has also been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 546.

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 their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. Although we believe that the industry and market data used in this Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors –This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL Intelligence, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to inherent risks*.", on page 69. Accordingly, investment decision should not be based solely on such information.

Disclaimer of the CRISIL Report

The CRISIL Report is subject to the following disclaimer:

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

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

Notice to Prospective Investors in the United States

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the

United States to non-U.S. persons (as defined in Regulation S) 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 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. There will be no public offering in the United States.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are "forward-looking statements".

These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "seek to", "shall", "objective", "plan", "project", "propose" "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our expected financial condition, results of operations, business, prospects, strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us or any third parties in this Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and 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, including but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions, in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, 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 and changes in competition in our industry, incidence of natural calamities and/or acts of violence.

For further details on the important factors that could cause actual results to differ materially from our expectations, see "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Factors Affecting our Results of Operations*" beginning on pages 33 and 429, respectively.

Certain information in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on pages 33, 158, 246 and 429, respectively of this Red Herring Prospectus has been obtained from the CRISIL Report. The CRISIL Report is available on the website of our Company at https://www.sedemac.com/investors/other-information/ipo-offer-documents/industry-reports.

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Industry Overview*", "*Our Business*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 33, 246 and 429, 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 differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views of our Company as on the date of this Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, any Selling Shareholder, our Directors, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the requirements of the SEBI ICDR Regulations, our Company shall ensure that Bidders in India are informed of material developments, in relation to the statements and undertakings made by our Company and each of the Selling Shareholders, severally and not jointly, until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity Shares pursuant to the Offer. In accordance with the requirements of the SEBI ICDR Regulations, each of the Selling Shareholders shall, severally and not jointly, ensure that our Company and BRLMs are informed of material developments in relation to the statements and undertakings specifically made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares in this Red Herring Prospectus, from the date thereof until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. Only statements and undertakings in relation to each of the Selling Shareholders and their portion of the Offered Shares which are specifically confirmed or undertaken, severally and not jointly, by each of the Selling Shareholders, in this Red Herring Prospectus shall, be deemed to be statements and undertakings made or confirmed by such Selling Shareholder as on the date of this Red Herring Prospectus.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below before making an investment in our Equity Shares. If any or some combination of the following risks actually occur, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and prospective investors may lose all or part of their investment.

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, our Equity Shares, or the industry in which we currently operate. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. Some risks may be unknown to us and other risks, currently believed to be immaterial, could be or become material. For more details on our business and operations, see "Our Business", "Industry Overview", "Key Regulations and Policies in India", Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 246, 158, 274, 311 and 429, respectively, as well as other financial information included elsewhere in this Red Herring Prospectus. In making an investment decision, you must rely on your own examination of our Company and the terms of this Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment that may differ from that of other countries.

This Red Herring Prospectus also contains forward-looking statements that involve known and unknown 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 and elsewhere in this Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 32. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other implications of any of the risks described in this section.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled, "Industry assessment for control technologies used in automotive, generator and power tools industry" ("**CRISIL Report**") dated February 2026 prepared and issued by CRISIL Intelligence, which has been commissioned and paid for by us for an agreed fee and prepared exclusively in connection with this Offer. The CRISIL Report is available on the website of our Company at https://www.sedemac.com/investors/other-information/ipo-offer-documents/industry-reports. 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 year. Unless otherwise indicated or unless context requires otherwise, the financial information in this section has been derived from the Restated Financial Information. See "Restated Financial Information" beginning on page 311. Our financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year.*

INTERNAL RISK FACTORS

1. ***We have a high degree of revenue concentration with a small number of customers, particularly, a key customer, TVS Motor Company Limited ("TVS Motor"), which contributed 75.48%, 80.46%, 83.46% and 79.05% of our revenue from operations for the nine months ended December 31, 2025, Fiscals 2025, 2024 and 2023, respectively, which exposes us to significant business risk if demand from these customers reduces or commercial relationships change which could have a significant negative effect on our business, profitability, and cash flows.***

As explained in "- *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35, customer concentration risk is a natural consequence of the "Broader Market Adoption Stage" in our business journey. During this phase, rapid market expansion for new propositions, such as our SLC-based ISG for the 2/3W industry, often relies on our relationships with our anchor customers who are early adopters.

TVS Motor is our most significant customer, having adopted our SLC-based ISG proposition since 2018. The table below reveals the extent of our customer concentration for the nine months ended December 31, 2025 and Fiscals 2025, 2024, and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from TVS Motor (₹ million) (A)	5,816.71	5,297.30	4,428.94	3,344.02
Revenue from top three customers (₹ million)	7,029.68	5,777.84	4,809.43	3,814.30

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
(B) [1]				
Revenue from top 10 customers (₹ million) (C)[1] [2] [3] [4] [5]	7,604.06	6,464.35	5,216.23	4,147.23
Revenue from operations (₹ million) (D)	**7,706.65**	**6,583.63**	**5,306.53**	**4,230.28**
TVS Motor revenue as a % of revenue from operations (%) (E=A/D)	75.48	80.46	83.46	79.05
Top three customer revenue as a % of revenue from operations (%) (F=B/D)	91.22	87.76	90.63	90.17
Top 10 customer revenue as a % of revenue from operations (%) (G=C/D)	98.67	98.19	98.30	98.04

Notes:

1. *The list of customers may vary from period/fiscal to period/fiscal.*
2. *For nine months ended December 31, 2025, our top 10 customers were TVS Motor, Bajaj Auto Limited, Kirloskar Oil Engines Limited, Briggs and Stratton LLC, DEIF India Private Limited and DEIF A/s amongst others. While we applied to all of our top 10 customers (for nine months ended December 31, 2025) for inclusion of their names in this Red Herring Prospectus, we have only received consent from the customers mentioned herein.*
3. *For Fiscal 2025, our top 10 customers were TVS Motor, Bajaj Auto Limited, Kirloskar Oil Engines Limited, Briggs and Stratton LLC, DEIF India Private Limited and Cummins India Limited amongst others While we applied to all of our top 10 customers (Fiscal 2025), for inclusion of their names in this Red Herring Prospectus, we have only received consent from the customers mentioned herein.*
4. *For Fiscal 2024, our top 10 customers were TVS Motor, Kirloskar Oil Engines Limited, DEIF A/s, Briggs and Stratton LLC, Bajaj Auto Limited and DEIF India Private Limited amongst others. While we applied to all of our top 10 customers (Fiscal 2024) for inclusion of their names in this Red Herring Prospectus, we have only received consent from the customers mentioned herein.*
5. *For Fiscal 2023, our top 10 customers were TVS Motor, Kirloskar Oil Engines Limited, Briggs and Stratton LLC, DEIF A/s, DEIF India Private Limited and Cummins India Limited amongst others. While we applied to all of our top 10 customers (Fiscal 2023) for inclusion of their names in this Red Herring Prospectus, we have only received consent from the customers mentioned herein.*

For further details, see "*Our Business – Customers*" on page 265.

While our strategy is to take our technology propositions to leaders of established markets, this approach naturally results in a limited customer base and high revenue concentration. The loss or reduction of business from any major customer, especially our largest account, would materially affect our results.

Our customers, including TVS Motor and other major customers are not contractually required to make minimum purchases or exclusively source products from us. They can adjust their order volumes or select alternative solutions at any time, according to market or business conditions. This leaves us exposed to fluctuations in demand, substitution by alternative technologies, price-based competition, changes in purchasing preferences, or shifts in strategic priorities by our customers.

While we have not experienced any material loss of a major customer during the nine months ended December 31, 2025 and Fiscals 2025, 2024, or 2023 that has adversely affected our operations or results. However, we cannot guarantee we will continue to retain our existing customer base, expand our customer base and diversify our customer portfolio. Should we lose business from TVS Motor, or any other major customers, it would be challenging to replace lost revenues quickly given the concentrated nature of our customer base. Furthermore, successful implementations of our propositions with additional market leaders are not guaranteed. Until then, we remain substantially exposed to customer concentration risk, which could have a significant negative effect on our business, profitability, and cash flows.

2. ***We are currently dependent on our two manufacturing facilities in Pune, Maharashtra, for all of our production requirements as on the date of this Red Herring Prospectus which may expose us to regional and operational risks that could have a material adverse effect on our business, results of operations, cash flows, and financial condition.***

Our operations are currently concentrated in manufacturing facility 1 ("**MF1**") and manufacturing facility 2 ("**MF2**") located at Pune, Maharashtra, India (MF1 and MF2, together the "**Pune Facilities**"). This geographic and operational concentration exposes us to several risk including regional risks and adverse events specific to the state that may affect our ability to meet customer commitments, maintain quality standards, or achieve planned production volumes. Any event impacting one or both facilities could have an immediate and material impact on our sales, fulfilment timelines, and profitability.

Potential operational risks include:

- Forced or voluntary closures, including regulatory actions or local authority directives.

- Disruptions in the continuity of supply chains due to supplier failures, natural or man-made disasters, or logistical bottlenecks.
- Manufacturing shutdowns, breakdown or failure of production equipment, equipment obsolescence, or compliance requirements.
- Industrial accidents, safety incidents, or significant environmental events.
- Interruptions in the availability of essential utilities such as power and water, which, while not material to our total expenses, are critical for our operations.
- Changes in applicable local laws, regulations, safety standards or government policies.

Given the localised nature of Pune Facilities, our operations are also directly vulnerable to risks specific to Pune, Maharashtra, India and the wider Maharashtra region including civil unrest, adverse economic or political developments, natural disasters, and other unanticipated regional crises. Any significant social, political, or economic disruption at the state or local level, or adverse changes in government policy, could further impair our operational resilience.

Although during the nine months ended December 31, 2025, or Fiscals 2025, 2024, and 2023, we did not experience any significant or major accident, prolonged shutdown, or major operational disruption at our Pune Facilities, there is no assurance that such incidents will not occur in the future. Any significant interruption, whether from industrial accidents, supplier disruption, equipment failure, or external events, may result in reduced production, higher costs (including for alternative sourcing or logistics), missed customer commitments, lost revenue, or the potential loss of anchor customers.

Accordingly, continued reliance on our two Pune Facilities represents a material concentration risk, which could adversely affect our business, cash flows, results of operations, and long-term growth prospects if any major disruptive event were to occur. Please also see "- *Transitional risks associated with our new manufacturing facilities could adversely impact our operations, sales, and financial condition*" on page 66.

3. We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.

We develop and offer proprietary technologies through a chronological model, working closely with key "anchor" customers, i.e. key early customers who are willing to help us test, validate, and potentially adopt our new technologies across their organizations to commercialize new propositions. This approach subjects our business to distinct risks at each stage of a product's development and market adoption cycle. As product lines mature, the nature and prominence of risks evolve. The risk profile of our business is therefore dynamic, shifting according to the mix of products at different stages and their relative strategic and revenue importance. As our portfolio matures, new risks emerge and other risks recede, while risk–reward considerations change as we scale or launch new propositions.

A core part of our business model is working with anchor customers. The success of each new proposition we develop often relies on securing and maintaining the support of these anchor customers. If we are unable to demonstrate clear value to anchor customers, or if they choose to withdraw support at any stage, it may be difficult or impossible for such products to achieve wider market adoption, which could adversely affect our business, results of operations, and cash flows.

Each of our products progresses through a series of stages from initial concept to broad market adoption, and each stage introduces specific risks that may materially and adversely affect our operations, financial condition, and prospects:

- *Technology Proposition Stage*: We may not secure sufficient customer interest if our propositions lack clear differentiation or value, or if we cannot obtain backing from key decision makers in anchor customers.
- *Proof-of-Concept Stage*: Product demonstrations may not satisfy rigorous customer performance requirements, particularly where we have limited experience, resulting in rejection of our proposition.
- *Commercial Business Win Stage*: We may not secure initial orders or letters of intent if we cannot meet customers' quality, delivery, or pricing expectations, or if we fail to compete effectively with alternatives.
- *Initial Introduction Stage*: Integration into customer systems exposes us to risks of engineering or schedule delays, or failure to meet evolving technical milestones.
- *Early Growth Stage*: We remain dependent on a limited number of anchor customers, increasing revenue concentration risk. Intellectual property challenges, if lost, could erode our competitive advantage.
- *Broader Market Adoption Stage*: Broader commercialization heightens competition from established and new entrants and raises the stakes for continual product improvement. Any shortfall in product quality, delivery, or post-deployment support can damage customer trust and limit expansion.
- *Sustaining Industry Position (till the technology stays relevant)*: With broad adoption, competitors may challenge our market position or customers may develop solutions internally, eroding our market share, pricing, or profitability. Risks from earlier stages, particularly customer concentration, competition, and quality, may persist or intensify.

For further details in relation to the stages, see "*Our Business – Overview – Table 1*" on page 249.

Our risk exposure has shifted over time as our product portfolio and customer adoption have developed. For example, in 2016, our sensorless communication ("**SLC**") based integrated starter generator ("**ISG**") proposition for the engine-powered two/three-wheeler sector was at the Technology Proposition stage with Proof-of-Concept demonstrations, while our Genset Controller ("**GC"**) proposition, after being commercialized in 2014, was entering Early Growth stage, and our SmartIgn products were already in the Broader Market Adoption Stage. At this point, the most significant risks related to dependency on anchor customers in the genset sector, concentration of products within the GC range, and heightened competition and leadership challenges within the two/three-wheeler and genset markets. By 2020, the risk profile shifted toward managing Growth Stage, particularly with SLC-based ISG, while managing risks related to Sustaining Industry Position in more mature product areas.

As on the date of this Red Herring Prospectus, we are developing new offerings in the power tools sector and now face a dynamic risk environment which includes dependency on anchor customers for power tools and 2W/3W sector, product concentration risks in SLC-based ISG control units, intensified competition, rapid innovation pressures in electric mobility, and ongoing risks around leadership and market dependence for GCs, SmartIgn, and the genset market.

This dynamic risk landscape requires continual adaptation as we develop and commercialize new technology propositions in response to changing customer, market, and regulatory requirements. There can be no assurance that we will successfully manage these evolving risks and, should we fail to do so, our operations, financial condition, and prospects may be adversely affected.

4. ***Currently, we are significantly dependent on the mobility segment which contributed 84.63%, 85.69%, 85.64% and 80.37% of our revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any downturn, cyclical fluctuation, or adverse development in this segment could materially impact our business, results of operations, and financial condition.***

As highlighted in "- *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35, our business risk profile changes over time depending on the development stage of each technology proposition. Certain risks become more prominent during the "Broader Market Adoption Stage" which is the period when our technology is being adopted more widely by the market, but our revenue is still concentrated amongst a limited set of key customers or within a single sector. During this stage, we are particularly exposed to the businesses of these anchor customers or sectors because they account for a large share of our business.

Our SLC-based ISG technology proposition, which is currently in the Broader Market Adoption Stage, is a major revenue contributor and is primarily supplied to the two-wheeler / 3-wheelers ("**2/3Ws**") industry. The table below highlights the extent of this concentration for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	**Nine months ended December 31, 2025**	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**
Revenue generated from the mobility segment (₹ million) (A)	6,521.78	5,641.32	4,544.40	3,399.83
Revenue from operations (₹ million) (B)	7,706.65	6,583.63	5,306.53	4,230.28
Revenue generated from mobility segment as a percentage of revenue from operations (%) (C=A/B)	84.63	85.69	85.64	80.37

Any changes in the 2/3W industry ("2/3W" refers to both engine-powered and electric 2/3Ws vehicles, including motorcycles, scooters, auto-rickshaws, electric two/three wheelers and electric bicycles) whether due to economic conditions, regulatory policy, consumer demand, or supply chain disruptions, can have a significant impact, potentially negative, on our business, results of operations, and financial condition.

A contraction in the 2/3W industry, for example due to declining consumer spending, rising interest rates, new regulations, or shifts towards electrification, could reduce demand for some of our key products. Similarly, geopolitical developments or consolidation among customers may further limit the number of potential buyers, making us even more dependent on a few large accounts. Given the contribution to our revenue from customers in the 2/3 W industry, it may be challenging to quickly diversify and reduce this exposure in the short to medium term. Any adverse change affecting the 2/3W market could therefore materially affect our business, results of operations, and cash flows.

5. ***Our results are affected by demand for gensets in India and globally, i.e., the industrial segment, which contributed 15.37%, 14.31%, 14.36% and 19.63% of our revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any sustained decline in market acceptance or a shift towards alternative energy could materially impact our business, operations, and financial condition.***

Our business in the generator (genset) industry, i.e., the industrial segment, is positioned at two key stages in our product development cycle. Our genset controllers are in the "Sustaining Industry Position", where our products are already widely adopted, but we face ongoing risks from market changes and competition. Our electronic fuel injection ("**EFI**") proposition for natural-gas based home standby gensets, by contrast, is in the "Early Growth Stage" meaning it is gaining traction but not yet established, and revenue remains concentrated on a limited set of customers or applications. For details in relation to the stages please see "- *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35. These two genset-related propositions together continue to be an important, though smaller, contributor to our performance compared to our SLC-based ISG proposition for the 2/3W industry.

The commercial relevance of our industrial segment can be seen from the following table for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue generated from industrial segment (₹ million) (A)	1,184.87	942.31	762.13	830.45
Revenue from operations (₹ million) (B)	7,706.65	6,583.63	5,306.53	4,230.28
Revenue from industrial segment as a percentage of revenue from operations (%) (C=A/B)	15.37	14.31	14.36	19.63

The genset sector is now facing a number of headwinds including:

- ***Regulatory changes and environmental concerns:*** Governments, especially in large markets like India, are imposing tighter restrictions on diesel generators, imposing stricter emission norms and encouraging cleaner, alternative energy sources.

- ***Technological transition:*** The global genset market is expected to shift toward cleaner, smarter, and more flexible technologies between 2025 and 2030. This transformation will be driven by tightening environmental regulations, rising fuel costs, and increasing urban noise restrictions *(Source: CRISIL Report)*

Should these trends gather pace, demand for diesel gensets in India could decline. This is particularly relevant given the country's high dependence on diesel for distributed power generation, exposure to diesel price volatility, and evolving regulatory landscape. For example, in Delhi, the use of diesel gensets is banned during high pollution months in line with local policy shifts aimed at reducing air pollution. These developments could significantly affect sales of our genset controllers. As a result, our operations remain closely tied to the ongoing relevance and adoption of gensets across industries. Any significant reduction in genset demand whether due to faster adoption of alternative power solutions, further tightening of regulatory standards, or decreasing customer preference for genset could materially and adversely affect our revenue, business performance, and financial stability.

6. We are exposed to counterparty credit risk. As at December 31, 2025, March 31, 2025, 2024 and 2023, trade receivables from our top 10 customers were ₹ 1,384.06 million, ₹ 412.01 million, ₹ 257.12 million, and ₹ 131.19 million, respectively. Any delay in receiving payments or non-receipt of payments may adversely impact our business, financial condition, cash flows and results of operations.

We are subject to counterparty credit risk and a significant delay in receiving payments or non-receipt of large payments from our customers may adversely impact our business, financial condition, cash flows and results of operations. Our operations involve extending credit to our customers in respect of sale of our products and consequently, we face the risk of uncertainty regarding the receipt of these outstanding amounts. We cannot assure you that we will accurately assess the creditworthiness of our customers.

Furthermore, macroeconomic conditions could also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. The following table sets forth below details of our credit cycle, our trade receivables and trade receivable turnover ratio for top 10 customers as at the relevant period:

Particulars	As at December 31,	As at March 31,		
	2025	2025	2024	2023
Credit cycle[(1)]	50	23	18	12
Trade receivables from top 10 customers (₹ million)	1,384.06	412.01	257.12	131.19
Trade receivable turnover ratio for top 10 customers[(2)]	8.47	19.32	26.87	29.27

Notes:

*1. Credit cycle is calculated as (Trade receivable from Top 10 customers/ Revenue from top 10 customers)*365. For December 31, 2025, the same is calculated as (Trade receivable from Top 10 customers/ Revenue from top 10 customers)*275.*

2. Trade receivable turnover ratio for top 10 customers is calculated as Revenue from top 10 customers/ Average of trade receivable from top 10 customers. For December 31, 2025, ratio is not annualised.

If our customers including our top 10 customer delay or default in making these payments, our profit margins and cash flows could be adversely affected. For details in relation to increase in trade receivables from top 10 customers, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Indebtedness – Trade Receivables*" on page 453.

The table below sets forth details of our trade receivables as at December 31, 2025, as at March 31, 2025, as at March 31, 2024 and as at March 31, 2023:

Particulars	As at December 31, 2025	As at March 31,		
		2025	2024	2023
Trade receivables (₹ million)	1,430.40	439.43	270.29	152.46
Break-up for trade receivables:				
Unsecured, considered good	1,439.86	441.17	272.91	153.79
Unsecured, significant increase in credit risk	-	-	-	-
Unsecured, credit impaired	-	-	-	3.36
Less: Loss allowance	(9.46)	(1.74)	(2.62)	(4.69)
Trade receivables (₹ million)	1,430.40	439.43	270.29	152.46

The table below sets forth the ageing of our trade receivables as at December 31, 2025:

Particulars	Unbilled receivable (₹ million)	Not due (₹ million)	Outstanding for the following period from due date of payment					Total (₹ million)
			Less than 6 months (₹ million)	6 months – 1 year (₹ million)	1-2 years (₹ million)	2-3 years (₹ million)	More than 3 years (₹ million)	
Undisputed trade receivables – considered good	12.84	1,113.48	306.38	5.19	1.31	0.14	0.52	1,439.86
Undisputed trade receivables – significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-	-
Disputed trade receivables – significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**12.84**	**1,113.48**	**306.38**	**5.19**	**1.31**	**0.14**	**0.52**	**1,439.86**
Less: Provision for expected credit loss								(9.46)
Total								**1,430.40**

7. ***We are significantly dependent on our top 10 suppliers for primary raw materials, wherein purchases from top 10 suppliers constituted 63.63%, 63.64%, 65.63% and 63.34% of our total purchases during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any disruption, delay, or inability of these suppliers to fulfil their commitments may materially and adversely affect our production, financial performance, and growth prospects.***

A substantial proportion of the raw materials required for our manufacturing operations including semiconductors, SMD components, and PCBs is sourced from our top 10 suppliers. Purchases from these suppliers represented 63.63%, 63.64%, 65.63%, and 63.34% of our total purchases for the nine months ended December 31, 2025, and for Fiscals 2025, 2024, and 2023, respectively, as shown in the following table:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Purchases from top 1 supplier, i.e., Avnet Asia Pte. Ltd.	646.63	532.85	595.03	590.63
Purchases from top 5 suppliers(1)	2,109.82	1,950.78	1,835.79	1,534.88
Purchases from top 10 suppliers(1)(2)(3)(4)(5) (₹ million)	3,092.21	2,725.59	2,562.86	1,915.71
Total purchases (₹ million)	4,859.65	4,282.59	3,904.72	3,024.52
Purchases from top 1 supplier, i.e., Avnet Asia Pte. Ltd. as % of total (%)	13.31	12.44	15.24	19.53
Purchases from top 5 suppliers as % of total (%)	43.42	45.55	47.01	50.75
Purchases from top 10 suppliers as % of total (%)	63.63	63.64	65.63	63.34

Notes:

1. *The list of suppliers may vary from fiscal to fiscal.*
2. *For nine months ended December 31, 2025, our top 10 suppliers were Avnet Asia Pte. Ltd., Rabyte Pte. Ltd., Arrow Electronics Asia (S) Pte. Ltd., Inno Circuits Limited, SMET Singapore Pte. Ltd., Millennium Semiconductors India Pvt. Ltd., Namrata Technologies Limited, Future Electronic Inc. (Distribution) Pte. Ltd. and WPG South Asia Pte. Ltd. We have not received consent from 1 of our top 10 suppliers for nine months ended December 31, 2025.*
3. *For Fiscal 2025, our top 10 suppliers were Avnet Asia Pte. Ltd., Rabyte Pte. Ltd., Arrow Electronics Asia (S) Pte. Ltd., SMET Singapore Pte. Ltd., Inno Circuits Limited, Millennium Semiconductors India Pvt. Ltd., Terminal Technologies (I) Pvt. Ltd., Shriniwas Sales Private Limited and WPG South Asia Pte. Ltd. We have not received consent from 1 of our top 10 suppliers for Fiscal 2025.*
4. *For Fiscal 2024, our top 10 suppliers were Avnet Asia Pte. Ltd., SMET Singapore Pte. Ltd., Arrow Electronics Asia (S) Pte. Ltd., Rabyte Pte. Ltd., Edom Technology Co Ltd (Singapore branch), Inno Circuits Limited, Shriniwas Sales Private Limited, WPG South Asia Pte. Ltd., and Future Electronic Inc. (Distribution) Pte. Ltd. We have not received consent from 1 of our top 10 suppliers for Fiscal 2024.*
5. *For Fiscal 2023, our top 10 suppliers were Avnet Asia Pte. Ltd., Arrow Electronics Asia (S) Pte. Ltd., Edom Technology Co Ltd (Singapore branch), Rabyte Pte. Ltd., Inno Circuits Limited, Shriniwas Sales Private Limited, Future Electronic Inc. (Distribution) Pte. Ltd., WPG South Asia Pte. Ltd., DTDS Technology Pte. Ltd., and Terminal Technologies (I) Pvt. Ltd.*

We principally rely on purchase orders rather than long-term contracts for the majority of our supplier arrangements. As a result, we remain exposed to the risk that suppliers may be unable or unwilling to fulfil their commitments in a timely manner or at all. Key risks include capacity constraints, operational disruptions, price volatility, regulatory changes, and geo-political factors that may affect suppliers, particularly given that several raw materials are imported. Such risks also include one-time or unforeseen events, such as temporary or extended shutdowns at a supplier's factory or facilities, which could abruptly interrupt the supply of critical raw materials even where relationships and past performance have been stable.

Though we have not faced material instances of supplier delays, shortages, or defaults during the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023, nor had difficulty finding replacement suppliers where necessary, there can be no assurance that such stability will persist. Any significant interruptions, delays, or breaches by our top suppliers could adversely affect our production schedules, delay customer deliveries, increase procurement costs, and impact our ability to meet contractual obligations.

Even if alternative suppliers are available, raw materials may not always be procurable on comparable terms, within the required timeframes, or to the same quality standards. Consequently, our dependence on a concentrated set of suppliers for our key raw materials exposes us to supply chain risk, which, if realised, could materially and adversely affect our business, operations, cash flows, margins, reputation, and prospects for future growth.

8. ***We import critical raw materials such as semiconductors and printed circuit boards from People's Republic of China ("China"), which exposes us to heightened supply chain and geopolitical risks that may materially affect our costs, production schedules, and business continuity and thereby our business, results of operations, cash flows, and future growth prospects.***

A portion of our key raw materials, including semiconductors and printed circuit boards, is imported from suppliers based in China. While this enables us to access advanced technologies and cost efficiencies, it also subjects us to region-specific risks. The global supply chain for electronic components has been increasingly affected by trade tensions, tariffs, changing regulatory frameworks, and uncertainties in international relations, particularly between China and India and other major economies.

The table below sets forth our total purchases from China for the nine months ended December 31, 2025, and Fiscals 2025, 2024, and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Purchases from China (₹ million) (A)	399.82	345.8	305.35	234.65
Total purchases (₹ million) (B)	4,859.65	4,282.59	3,904.72	3,024.52

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Purchases from China as a % of total purchases (%) (C=A/B)	8.23	8.07	7.82	7.76

Any escalation in trade restrictions, introduction of additional import duties, or implementation of additional customs compliance requirements could lead to higher procurement costs, delays in material availability, or disruption of established supply arrangements. Additionally, unforeseen events such as public health emergencies, political unrest, or logistical bottlenecks in China may adversely affect the timely sourcing of materials critical to our operations.

Furthermore, recent regulatory developments have further increased the uncertainty associated with sourcing key electronic and technology components from China. In July 2025, China announced tighter export controls on rare earth elements and related critical minerals, which are essential in the manufacture of semiconductors and other high-technology components. Authorities have also taken steps to restrict semiconductor-related exports, citing national security and supply chain protection concerns. These measures, along with any future tightening of export regulations or broader restrictions on technology-related trade, could heighten the risk of supply chain disruptions, increased lead times, and volatility in raw material costs for global manufacturers. While we have not experienced any significant supply chain issues, disruptions, or material cost increases from these regulatory changes as on the date of this Red Herring Prospectus, there can be no assurance that similar or more severe impact will not be faced in the future. Our ability to anticipate and adapt to such developments remains subject to the evolving international regulatory and trade environment.

Although we maintain alternative sourcing strategies such as engaging with suppliers of the same material in different jurisdictions wherever commercially feasible, our ability to fully mitigate region-specific risks remains limited. While we have not faced any instances of difficulty or increased costs which we were unable to pass on to our customers for raw materials sourced from China during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023, any difficulty or increased cost in importing raw materials from China going forward may affect our costs, production schedules, and business continuity, and adversely affect our business, results of operations, cash flows, and future growth prospects.

9. ***Our Statutory Auditors' audit reports for Fiscals 2025 and 2024 and the examination report to our Restated Financial Information have included certain observations on certain matters specified in the Companies (Audit and Auditors) Rules, 2014 and Companies Auditor's Report Order, 2020 for Fiscal 2025. If similar modifications and comments are included in the Statutory Auditors' reports for our financial statements in the future, it could adversely affect our financial condition, cash flows and results of operations.***

Our Statutory Auditor has included certain observations in their audit reports on our audited financial statements for Fiscals 2025 and 2024 and the examination report to our Restated Financial Information, as set out below:

Fiscal 2025

Reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014

During the financial year, our Company maintained its books of account using accounting software that included an audit trail (edit log) facility, which was operational for all relevant transactions. However, there were some exceptions. Specifically, the audit trail feature was not enabled at the database level to log direct data changes, and for certain tables within the accounting software, particularly those relating to revenue, receivables, purchases, payables, and payroll, the audit trail facility at the application layer was not activated. In addition, certain privileged users had the authority to modify the audit trail feature, but records (edit logs) of any such changes were not available, making it impossible to confirm whether modifications to the audit trail occurred during the year. Due to these system configuration limitations, we are unable to determine if the audit trail feature may have been tampered with at any point. Furthermore, as the audit trail facility was not active in the previous year, our Company has not retained audit trail records in accordance with statutory record retention requirements.

There are also certain observations under the Companies Auditor's Report Order, 2020 (CARO) in the Restated Financial Information in relation to the title deeds of our Company being in the erstwhile name, i.e. Sedemac Mechatronics Private Limited, and slight delays in a few cases of income-tax deducted at source ranging from 22 to 46 days and tax collected at source of 4 days.

Fiscal 2024

Reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)

During the financial year, our Company maintained its books of account using accounting software that does not include the functionality to record an audit trail (edit log). As the audit trail feature is not available in our current software, the Statutory Auditor was unable to provide information or comments regarding the existence or operation of such a feature.

Except as mentioned above, there are no emphasis of matters, reservations, qualifications, observation, modification or adverse remarks highlighted by our Statutory Auditors in our Restated Financial Information. We cannot assure you that our audit reports for any future periods or financial years will not contain such observations, including any observations that may have an effect on our financial statements and which could adversely affect our financial condition, cash flows and results of operations. For further details, see “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Auditors Observation*” on pages 311 and 454, respectively.

10. The average cost of acquisition of Equity Shares by our Promoters and Selling Shareholders may be less than the Offer Price.

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

Promoters:

Name of the Promoter	Number of Equity Shares	Average cost of acquisition per Equity Share (in ₹) *
Prof. Shashikanth Suryanarayanan	7,150,500	45.55
Amit Arun Dixit	1,245,000	83.34
Manish Sharma^	864,000	46.00
Anaykumar Avinash Joshi	591,000	240.78

^Also a Selling Shareholder
** As certified by S. K. Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.*

Promoter Group Selling Shareholder:

Name of the Promoter Group Selling Shareholders	Number of Equity Shares	Average cost of acquisition per Equity Share (in ₹) *
Ashwini Amit Dixit	541,500	100.00

** As certified by S. K. Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.*

Selling Shareholders:

Name of Selling Shareholders	Number of Equity Shares Held	Average cost of acquisition per share (in ₹) *
A91 Emerging Fund II LLP	8,035,500	368.28
NRJN Family Trust (represented by Entrust Family Office Legal and Trusteeship Services Private Limited)	1,935,000	94.86
Xponentia Opportunities Fund - II	3,478,500	352.29
360 One Special Opportunities Fund - Series 8	2,269,500	386.31
360 One Monopolistic Market Intermediaries Fund	1,575,000	386.13
Xponentia Opportunities Limited	1,417,500	352.29
Mace Private Limited	2,553,000	352.29
HDFC Life Insurance Company Limited^	1,419,000	373.68
Society for Innovation and Entrepreneurship	408,000	0.01
Cyrus Jamshed Guzder	132,000	340.00
Capri Global Holdings Private Limited	283,500	352.29
SVS Trust No IV	283,500	352.29
Venktesh Investment and Trading Company Private Limited	211,500	352.29
Himanshu Kantilal Sanghavi HUF	84,000	352.29
Devang Mehta	55,500	352.29
Atul Hiralal Shah	42,000	352.29
Bakul Hiralal Shah	42,000	352.29
Devinjit Singh	22,500	352.29
Perumal Ramamurthy Srinivasan	22,500	352.29
Bhavya Kapoor	15,000	352.29
Rahul Bahri	6,000	352.29

** As certified by S. K. Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.*
^ HDFC Life Insurance Company Limited is holding equity shares through two demat accounts and accordingly the aggregated shareholding have been reflected here.

The Offer Price is not indicative of the price at which our Company has issued the Equity Shares in the past or that will prevail in the open market following listing of the Equity Shares.

11. We are highly dependent on sales of our ISG ECU, and integrated ECUs combining ISG and Electronic Fuel Injection Electronic Control (“ISG+EFI ECU”) products in the two/three-wheeler (2/3W) industry which contributed 63.98%, 64.34%, 59.03% and 52.37% of our revenue from operations during the nine months ended December 31, 2025, Fiscals

2025, 2024 and 2023, respectively. Any reduction in demand or shift to alternative technologies could materially impact our business, results of operations, and financial condition.

As highlighted in "- *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35, our SLC-based ISG technology proposition is currently in the "Broader Market Adoption Stage" This means that while adoption is increasing and business is scaling rapidly, our revenue is still heavily concentrated on core products and core market verticals, such as ISG and ISG + EFI ECU, making us vulnerable to changes in that sector.

The below table illustrates the dependence of ISG and ISG + EFI ECUs on our revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue generated from sales of ISG and ISG+EFI ECUs (₹ million) (A)	4,930.82	4,235.60	3,132.61	2,215.50
Revenue from operations (₹ million) (B)	7,706.65	6,583.63	5,306.53	4,230.28
ISG and ISG+EFI ECU revenue as % of operations (%) (C=A/B)	63.98	64.34	59.03	52.37

While we continue to invest in strengthening our ISG proposition, such as our ISG+EFI controller our ability to continue growing or even maintain this revenue base depends on sustained commercial acceptance, continued innovation, and responsiveness to evolving customer and regulatory expectations. Any advancement or increased adoption of alternative solutions may directly reduce demand for our ISG ECU or ISG+EFI ECUs.

Dependence on a single product line comprising ISG, EFI and ISG+EFI ECUs also creates operational and supply chain risks. Issues such as sourcing difficulties for critical materials, production delays, defects resulting in large-scale warranty claims, or delays in customer deliveries could lead to abrupt reductions in both sales and profitability. Given the scale of revenue derived from this product line, any decline in their sales could have an immediate and outsized impact on our financial performance, and it may be challenging to replace lost revenue with other products in the short or medium term.

Accordingly, as long as this product line remains our main product line within the high-volume 2/3W industry, our business is acutely vulnerable to market acceptance trends, competitive forces, operational risks, and the longer-term pace of industry transition away from starter motors.

In addition, any defects or bugs in the software or electronic control units of ISG, EFI and ISG+EFI ECUs systems could result in poor engine performance, reduced fuel efficiency, or failure to meet emission standards. Such risks may lead to product recalls, warranty claims, regulatory penalties, or reputational harm, especially as regulatory requirements for emissions and safety become more rigorous. While there have been no material instances which resulted in major product recalls or resulted in regulatory actions or negative publicity during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023, any adverse developments affecting ISG, EFI and ISG+EFI ECU sales going forward could materially impact our business, results of operations, financial condition, and prospects for future growth.

12. ***Significant changes in the Indian two/three-wheeler (2/3W) industry arising from electrification, including shifts in component value and industry structure, could negatively impact our business, financial condition, results of operations, and growth prospects.***

The Indian 2/3W industry is experiencing a strong shift towards electrification, which presents significant risks for our business. Our revenue remains highly dependent on supplying products for internal combustion engine ("**ICE**") powered 2/3W, making this transition a material risk.

Our motor controller and ECU propositions for electric 2/3W vehicles are in the "Early Growth" stage as highlighted in "- *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35. While our products for electric 2/3Ws are in series production and field deployment, they may not yet be sufficiently differentiated or compelling to drive widespread adoption across multiple OEMs. If our offerings fall short on cost, quality, delivery or performance requirements, our ability to scale within the electric vertical will remain limited.

The table below sets forth revenue generated from products for electric 2/3W for the nine months ended December 31 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue generated from products for electric 2/3W (₹ million) (A)	472.42	57.25	2.98	0.29
Revenue generated from mobility segment	6,521.78	5,641.32	4,544.40	3,399.83

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
(₹ million) (B)				
Revenue generated from electric 2/3W industry as a percentage of revenue from mobility segment (%)	7.24	1.01	0.07	0.01

According to the CRISIL Report, EV penetration is rising at a rapid pace. This industry trend could limit the share of the electric 2/3W vehicle market accessible to external suppliers like us and further intensify competition. As a result, we may not ultimately achieve the same level of commercial relevance in the electric 2/3W industry as we currently enjoy in the ICE sector. Our expertise, customer relationships, and historical success factors in the ICE sector do not guarantee similar achievements in the evolving electric market. Rising electrification, if not matched by strong market acceptance of our electric vehicle propositions, may result in a significant reduction in our market relevance within the 2/3W industry overall.

Moreover, if OEMs continue to build critical powertrain components in-house or if we fail to deliver compelling, competitive and innovative solutions that meet evolving market requirements, the total addressable market for our products may contract. This market concentration could hamper our future growth trajectory, reduce revenue, and adversely impact our business operations, financial condition, and long-term prospects as the industry continues to evolve.

13. ***We have incurred indebtedness and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, cash flows and financial condition.***

As at December 31, 2025, the aggregate outstanding borrowing of our Company amounted to ₹475.59 million which includes (a) fund based borrowings of ₹468.51 million; and (b) non-fund-based borrowings of ₹7.08 million. For further information, see "*Financial Indebtedness*" beginning on page 459. The actual amount and timing of our future capital requirements may also differ from estimates as a result of, among other things, change in business plans due to prevailing economic conditions, unanticipated expenses, and regulatory changes. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing.

We may also have difficulty accessing capital markets, which may make it more difficult or expensive to obtain financing in the future. Our financing arrangements include conditions that require us to obtain respective lenders' consent prior to carrying out certain activities and entering into transactions including: (i) effecting changes in capital structure, (ii) effecting changes in shareholding pattern; (iii) material change in the composition of the board of directors of our Company and management set up of our Company, including changes in the key managerial personnel of our Company;(iv) amending the constitutional documents, including but not limited to the memorandum of association and articles of association of our Company in accordance with applicable law; and (v) undertaking any new projects or substantial expansion of any current business, operations or projects. For further details, see "*Financial Indebtedness*" beginning on page 459. Failure to meet these conditions or obtain these consents could have significant consequences for our business and operations. As on the date of this Red Herring Prospectus, we have received all consents required from our lenders in connection with this Offer.

Our ability to make payments on our indebtedness will depend on our future performance and our ability to generate cash, which, to a certain extent, is subject to general economic, financial, competitive, legislative, legal, regulatory and other factors, many of which are beyond our control. If our future cash flows from operations and other capital resources are insufficient to pay our debt obligations, our contractual obligations, or to fund our other liquidity needs, we may be forced to sell our assets or attempt to restructure or refinance our existing indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness and/ or credit rating, which could harm our ability to incur additional indebtedness on acceptable terms. Any default can negatively impact our credit rating, leading to difficulties in securing future loans at favourable interest rates.

14. ***Our Registered and Corporate office and current operational manufacturing facilities are located on leased premises. There can be no assurance that such lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on the same or similar commercial terms.***

The premises for our Registered and Corporate office and MF1 are not owned by us. For further details, see "*Our Business – Properties*" on page 272. The lease periods and rental amounts for these properties vary on the basis of their locations.

The table below provides details of properties that are leased by us as on the date of this Red Herring Prospectus:

Purpose of the property	Address	Location and State	Nature of holding	Lessor[2]	Date of lease commencement / license / sale deed	Term of the lease / license
TC1 and Registered and Corporate Office	Survey No. 270/1/A/2, Pallod Farms, Baner Road, Baner, Baner Gaon, Haveli, Pune – 411 045, Maharashtra	Baner, Pune, Maharashtra	Leased	Third party	May 31, 2021	60 months
MF 1	G 1, MIDC Phase III, Chakan Industrial Area, Nighoje, Pune – 410 501, Maharashtra	Chakan, Pune, Maharashtra	Leased	Third party	April 11, 2019	120 months
MF 2	S.No.64/5, Bhide Baug Industrial Estate, Sinhagad Road, Vadgaon Bk, Vadgaon., Pune – 411 041, Maharashtra	Wadgaon Pune, Maharashtra	Owned	NA	September 29, 2016	-
MF3 – Under construction	Gat Nos. 169/1 to 6, 169/7(P), 169/9(P) and 180(P), Village Shinde, Taluka Khed, Chakan, Pune – 410 501, Maharashtra,	Chakan, Pune, Maharashtra	Leased	Third party	NA[1]	NA[1]
MF4 – Manufacturing line set-up under process.	Plot G-43, Chakan Industrial Area Ph-III, Chakan Industrial Area Ph-III, Chakan, Nighoje, Pune – 410 501, Maharashtra	Chakan, Pune, Maharashtra	Leased	Third party	May 1, 2025	36 months
TC2	Survey no 278/8B, Pallod Farms Phase -II, Baner, Pune - 411045, Maharashtra	Baner, Pune, Maharashtra	Leased	Third party	July 1, 2025	60 months
Warehouse	S. No. 64, behind Suvasini Mangal Karyalaya, Wadagaon (BK), Pune – 411 041, Maharashtra	Wadgaon, Pune, Maharashtra	Leased	Third party	December 23, 2025	11 months
Warehouse	Plot No.: E-16/1, Phase-III, Chakan MIDC, Chakan Industrial Area Phase 3, Khed, Nighoje, Pune - 410501, Maharashtra	Chakan, Pune, Maharashtra	Leased	Third party	October 31, 2024	36 months

Notes:

1. *Under construction, with the final handover pending completion of agreed construction works; the lease will commence for a 10-year term upon handover, pursuant to an agreement to lease dated February 21, 2025.*
2. *None of our properties are leased from our Promoters, members of Promoter Group, Directors, Key Managerial Personnel or Senior Management Personnel.*

In addition, we also have a pay-as-you-use arrangement with a customer in Hosur, Tamil Nadu, which gets renewed subject to requirement from the customer. Continuation and renewal of this arrangement are subject to the customer's ongoing requirement.

While we have not faced any instances where we were not able to renew our leases on commercially acceptable terms, we cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all going forward. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. If we are unable to renew these leases or relocate on commercially suitable terms, it may have a material adverse effect on our business, results of operation and financial condition.

15. Use of open-source software in our products may expose us to increased risks, including potential intellectual property claims and obligations that could adversely affect our business, reputation, and financial performance.

We use open-source software components in several of our products and solutions in line with common industry practice in the automotive and powertrain technology sectors. While open-source software helps accelerate innovation and reduce development costs, its use entails different legal, operational, and security risks.

Many open-source software licences impose restrictions, including requirements to disclose source code, license derivative works under similar terms, or provide attribution. Inadvertent non-compliance with such licence terms could expose us to claims of intellectual property infringement or could require us to make the proprietary aspects of our technology publicly available, restrict our ability to commercialise products, or cease use of relevant software components. Further, there is limited assurance regarding the quality, security, or maintenance of open-source software, and reliance on such software could increase our vulnerability to security breaches or operational failures.

While we have not experienced any material issues arising from our use of open-source software during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023, we cannot assure you that such risks will not arise in the future. Any such event could adversely affect our business, reputation, results of operations, and financial condition.

16. High customer concentration in the domestic market, resulting from our anchor customer-focused strategy, exposes us to specific risks that may adversely affect our business, financial condition, and results of operations.

India is currently our largest and most critical market, and our business model is based on developing long-term relationships with a select group of key (anchor) customers across all product categories. For the nine months ended December 31, 2025 and for Fiscals 2025, 2024, and 2023, revenue generated within India represented over 90.00% of our revenue from operations in each period, as detailed below:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Within India (₹ million)	6,997.41	6,129.27	5,003.42	3,990.88
Outside India (₹ million)	709.24	454.36	303.11	239.40
Revenue from operations (₹ million)	7,706.65	6,583.63	5,306.53	4,230.28
Within India as a percentage of revenue from operations (%)	90.80	93.10	94.29	94.34
Outside India as a percentage of revenue from operations (%)	9.20	6.90	5.71	5.66

This concentration in our domestic market means a substantial proportion of our operating performance is influenced by demand patterns, market conditions, regulatory changes, and customer behaviour within India. Consequently, a significant portion of our sales is tied to a comparatively small set of domestic customers, making us susceptible to risks arising from changes in their procurement strategies, financial health, or preferences. Any loss of major domestic customers or deterioration in the Indian market may have an outsized adverse effect on our revenues and profitability. Also see, "- *Currently, we are significantly dependent on the mobility segment which contributed 84.63%, 85.69%, 85.64% and 80.37% of our revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any downturn, cyclical fluctuation, or adverse development in this segment could materially impact our business, results of operations, and financial condition.*" on page 36.

17. Inability to meet consistent and timely delivery expectations of our customers may have a material adverse effect on our business, reputation, financial condition, results of operations, and growth prospects.

The markets we operate in are highly dynamic, marked by shifts in user preferences, regulatory developments, macro-economic changes, and competitive pressures. These factors drive rapid and often unpredictable changes in our customers' delivery expectations, especially those of anchor customers during the "Early Growth" and "Broader Market Adoption Stage" of a new proposition as highlighted in "- *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35.

Several factors may impede our ability to meet these dynamic delivery requirements. These include insufficient manufacturing capacity to manage varying customer demand, disruptions or delays in the supply of raw materials, and any other event that restricts the planned operation of our facilities. Delivery failures, whether isolated or systemic, may cast doubt among anchor and potential customers about the readiness of our proposition for wider adoption, or even its continued suitability for broader implementation. Such incidents can also prompt customers to consider alternative suppliers, potentially eroding our market share.

We may not always be able to meet all dynamic delivery requirements, particularly as our customer base and the scale of our operations grow. Furthermore, any shortfall in timely delivery or inability to consistently meet customer quality expectations may result in a loss of customer confidence in favour of competitors.

While we have not faced any significant delivery shortfalls resulting in business loss or claims during the nine months ended December 31, 2025 and Fiscals 2025, 2024, and 2023, as our operations expand, there can be no assurance that such events will not occur in future. Any significant failure to meet delivery expectations may have a material adverse effect on our business, reputation, financial condition, results of operations, and prospects for future growth.

18. Inability to ensure our product propositions remain more compelling than those of competitors may have a material adverse effect on our business, financial condition, results of operations, and growth prospects.

The acceptance and implementation of our product propositions critically depends on our ability to deliver offerings that consistently appeal to existing and potential customers. The markets in which we operate are highly competitive and evolving, with frequent changes in customer preferences, rapid innovation cycles, and significant shifts in technology, often driven by regulatory expectations in the geographies we service.

We face competition from both established industry players and new entrants, each seeking to introduce alternative products, emerging technologies, attractive pricing options, and enhanced features for existing products/models. If our overall value proposition does not continue to stand out, whether through innovation, proven quality, cost-effectiveness, or reliable delivery, there is a risk that customers may select competitors' products for new or expanded programmes.

Our customers make careful, ongoing assessments when considering wider or long-term implementation of our propositions. If our offerings fail to remain the preferred option, we risk losing opportunities for broader adoption, experiencing reduced market share, and, over time, facing a decline in the relevance of our solutions within the industry.

Failure to invest in research and development, proactively respond to changes in the competitive and regulatory environment, and ensuring our products evolve with customer requirements could result in the loss of existing business, missed growth opportunities, and declines in both our reputation and financial performance. The evolving market landscape means further entities may develop competing propositions in the future. The following table identifies key competitors for some of our main products according to the CRISIL Report:

Product	Key Competitors
EFI ECU	Astemo, Bosch, Vitesco, Varroc-Dellorto, Marelli, and Mikuni, amongst others.
ISG	Shindengen and Denso.
ISG+EFI controllers	Shindengen and Astemo.
Genset Controllers	DeepSea, SmartGen, ComAp, Datakom, and Fortrust.
Motor Control Units for small electric vehicles space	Sterling-GTake, Bosch, Vitesco, and Varroc.

Although we devote significant resources to managing these risks, including by cultivating customer loyalty and advancing our technology offerings, there can be no assurance that our efforts will always be sufficient to maintain compelling differentiation in the market or to protect our share against future competitive threats. Any inability to do so could have a material adverse effect on our business, financial condition, results of operations, and growth prospects.

19. We have entered and will continue to enter into related party transactions in the ordinary course of our business, and we cannot assure you that such transactions (individuals or in aggregate) will not have an adverse effect on our results of operation and financial condition.

We regularly conduct transactions with related parties as part of our normal business operations. During the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, our related party transactions included short-term employee benefit; post-employment benefits; and reimbursement of expenses (net). For further information on our related party transactions, see "*Summary of the Offer Document – Summary of related party transactions*" on page 21.

All our related party transactions have been conducted on an arm's length basis and are in compliance with the Companies Act and other relevant laws and regulations. However, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. Furthermore, we will continue to enter into related party transactions in the future and thus, cannot assure you that such future transactions, individually or in the aggregate, will not have an adverse effect on our business. Any future transactions will require approval from the Audit Committee, Board, or Shareholders as mandated by the Companies Act and SEBI Listing Regulations.

20. Certain of our corporate records are not traceable. We cannot assure you that any regulatory proceedings or actions will not be initiated against us in the future and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.

We are unable to trace the respective share transfer deeds in relation to certain transfers of equity shares involving our Promoters prior to Fiscal 2012. Accordingly, for the purposes of making disclosures in this Red Herring Prospectus, including in the section titled "*Capital Structure*" beginning on page 96, with respect to such transfers, we have relied on other secretarial and corporate records available with us, such as statutory registers, agreements entered for transfers of securities, and minutes of board meetings, and we may not be able to furnish any further documents evidencing details of such transfers. Further, we are unable to trace the RBI acknowledgement for Form FC-TRS filed with the authorised dealer in relation to the transfer of certain Equity Shares on June 9, 2015, by one of our Promoters. In addition, for certain rights issues undertaken by us, we are unable to trace respective waiver or renunciation letters from certain Shareholders. For such transactions, we have relied on statutory form filings, register of members and minutes of board meetings for making disclosures in this Red Herring Prospectus. While there have been no regulatory proceedings or actions initiated against us in relation to the aforementioned non-availability of the corporate records, we cannot assure you that the relevant corporate records will become available in the future, that regulatory proceedings or actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in this respect.

Additionally, with respect to allotment of Series A CCPS dated May 21, 2010, there was a delay by our Company in reporting inward remittance to the RBI in relation to the foreign investment. In this respect, our Company filed a compounding application dated May 3, 2011, and the RBI passed an order dated October 3, 2011 imposing penalty of ₹75,000 on us, which was subsequently paid. Further, there have been certain instances of delays in connection with secretarial filings in the past by our Company. We cannot assure you that there will be no such delays in the future, or that no statutory regulatory action will be initiated against us in respect of such delays or non-compliances.

21. ***Information relating to our annual installed capacity, annual average available capacity, actual production and the capacity utilization of our manufacturing facilities included in this Red Herring Prospectus is based on various assumptions and estimates. Undue reliance on the capacity information or historical capacity utilization data for our current manufacturing facilities included in this Red Herring Prospectus.***

The data concerning annual installed capacity, average annual available capacity, actual production, and capacity utilization of our manufacturing facilities provided in this Red Herring Prospectus are derived from various assumptions and estimates made by our management, which have been considered by the independent chartered engineer when calculating our capacity. Consequently, actual production levels and capacity utilization rates may deviate significantly from the annual installed and average available installed capacity of our manufacturing facilities. Therefore, it is important not to place undue reliance on the capacity information or historical capacity utilization data for our current manufacturing facilities included in this Red Herring Prospectus.

MF1:

Capacity is reported in "ISG equivalent units" to account for different products needing different production times. Actual production and installed capacity are both converted to ISG equivalents to calculate utilisation. These ratios are updated as processes or products change. As of March 31, 2025, installed capacity increased by 31.67% from 3,036,456 ISG equivalents to 3,998,007 ISG equivalents, and actual production increased by 34.49 % from 2,271,608 ISG equivalent to 3,055,173 ISG equivalents, compared to the previous year. We have continued to invest in increasing our installed capacity which further increased to 4,374,018 ISG equivalent as of December 31, 2025 with new machine additions from September 2025 onwards.

MF2:

Capacity and production for MF2 are reported in actual physical units, without conversion, as all products have similar production times. Capacity utilisation is calculated as actual production divided by installed capacity. As of December 31, 2025, installed capacity is stated pro rata. Lower production and utilisation at MF2 during the nine months ended December 31, 2025 are mainly due to shifting demand towards MF1's control-intensive products.

Accordingly, the methodologies, normalization processes, and year-on-year changes described above should be carefully considered when reviewing the manufacturing capacity, actual production, and capacity utilization figures set out in this Red Herring Prospectus. These figures are based on current assumptions, and future operational data may differ due to changes in product mix, production processes, market demand, or other factors.

For information regarding capacity of our current manufacturing facilities, see "*Our Business – Our Business Operations – Capacity of our Manufacturing Facilities – Installed Capacity, Actual Production and Capacity Utilization*" on page 263.

22. ***Under-utilization or misalignment of our manufacturing capacities with market demand, and an inability to effectively utilize our expanded and proposed manufacturing capacities, could have an adverse effect on our business, growth prospects, financial performance and cash flows.***

Our profitability and future growth depend significantly on our ability to accurately plan, invest in, and utilize manufacturing capacity in line with evolving market demand. Inadequate or improper capacity planning, such as expanding production capacity ahead of actual growth in demand, failing to anticipate changes in customer requirements, or inefficiently allocating production between products may lead to periods of under-utilisation or mismatch of available capacity across products.

Fluctuations in demand for our products can compromise our ability to forecast customer needs, potentially disrupting production scheduling, causing overproduction or idle capacity, and leading to inefficient use of manufacturing resources. Consistently poor capacity planning or utilisation may result in elevated operational costs and inventory build-up, pressure on margins, or even lost opportunities for revenue growth if we are unable to meet market demand promptly.

As a result, both prolonged under-utilisation of manufacturing capacities and significant short-term inefficiencies could materially and adversely impact our business operations, growth prospects, financial condition and future financial performance. This risk is particularly relevant as we continue to expand or propose new facilities to support anticipated growth (also see "- *Transitional risks associated with our new manufacturing facilities could adversely impact our operations, sales, and financial condition.*" on page 66).

The table below sets forth details of the capacity utilization across our manufacturing facilities for the respective period/years:

Details of Manufacturing Facility	Capacity Utilization For the nine months ended December 31, 2025 (%)	Capacity Utilization for Fiscal 2025 (%)	Capacity Utilization for Fiscal 2024 (%)	Capacity Utilization for Fiscal 2023 (%)
MF1	93.39	76.42	74.81	75.95
MF2	81.26	85.44	85.26	80.33

Note:
As certified by Uday Dattatraya Sathe, independent chartered engineer, pursuant to a certificate dated February 25, 2026.

For further information, see "*Our Business – Our Business Operations – Capacity of the Manufacturing Facilities – Installed Capacity, Actual Production and Capacity Utilization*" on page 263.

23. Inability to continually generate innovative and compelling technologies or products could adversely affect our business, financial performance, and prospects for growth.

Our success has historically depended on our ability to introduce innovative technology and products that unlock new markets and drive widespread adoption. We have developed and launched several such offerings for ICE 2/3Ws and genset markets, helping us establish leadership positions and achieve large-scale adoption in both markets. Notable examples include our *SmartIgn* technology for carbureted engine-powered 2/3W, integration of electronic governing in genset controllers, and our sensorless commutation ("**SLC**") enabling motor control without position sensors.

Continued success depends on our ability to generate and commercialize differentiated solutions, often for new markets and customer categories. As highlighted in "*– We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35, each new technology proposition must progress through a defined sequence of stages, i.e., from technology proposition and proof of concept demonstration, to commercial business win, initial introduction, early growth, broader market adoption and sustaining industry proposition. Each stage introduces distinct risks: propositions must deliver meaningful differentiation to secure initial customer buy-in; they must demonstrate robust field performance and integration to progress to commercial agreements; and they face customer concentration, competition, and market acceptance risks as adoption widens. Any failure at these or subsequent stages, whether due to technical, commercial, operational, or market-related factors, can limit our ability to open new markets and grow our business. For further information, see "*Our Business – Overview*" on page 246.

There can be no assurance that we will always succeed in developing new and commercially viable technologies or products, or that such innovations will successfully progress through each of the critical development, validation, and commercialisation stages described above. Failure to do so or to maintain our track record of adoption could adversely affect our ability to expand into new markets, increase our addressable market, sustain growth, and enhance our financial performance and long-term prospects. Also see "- *Impairment and discontinuation of capitalised projects may have a material adverse effect on our business, financial condition, results of operations, and growth prospects*." on page 61.

24. Loss of independent certifications and accreditations may materially harm our business, reputation, and financial performance.

Our ability to obtain and maintain quality certifications and accreditations is fundamental to the acceptance of our products in both domestic and international markets. These certifications validate our adherence to requisite quality specifications and manufacturing standards, which are critical not only for regulatory compliance but also for meeting the demanding requirements of our major customers and end markets.

Failure to comply with such quality standards, delays in securing recertification, or inability to obtain new certifications as our product portfolio evolves could restrict our market access and adversely affect our ability to secure and retain business from customers, particularly those in highly regulated sectors or export markets where independent accreditation is mandatory. If we lose existing certifications or accreditations due to non-compliance or other lapses, we risk losing significant customers and market opportunities, especially where customer procurement policies or industry regulations require continuous certification.

Although there have been no instances of lost accreditations or certifications during the nine months ended December 31, 2025 or Fiscals 2025, 2024, or 2023, we cannot assure that future non-compliance or evolving standards will not lead to such events. The loss, suspension, or non-renewal of key certifications could negatively impact our reputation for quality and reliability, reduce our competitiveness, lead to the termination of contracts, or hamper our ability to win new business.

This risk is also closely linked to our customer concentration, as many of our key customers, both domestic and international, require our products and manufacturing processes to meet stringent independently certified standards. Should we be unable to maintain such certifications, it may result in the loss of one or more anchor customers, amplifying the adverse impact on our business prospects, market reputation, customer relationships, and financial condition.

25. Our business and growth depend on the continued service and expertise of our Key Management Personnel, Senior Management Personnel and engineering personnel. Loss of Key Management Personnel, or failure to attract or retain qualified talent, may adversely impact our ability to innovate, execute strategies, and achieve growth.

Our ability to develop, commercialize, and maintain differentiated, critical-to-application control technologies depends significantly on the direction provided by our Senior Management Personnel, several of whom possess strong technical credentials and our engineering and technical personnel. Our success is also supported by a unique organizational culture which attracts strong engineers from the various technical colleges in India. These individuals drive our strategic vision, enable innovation, and ensure effective execution of growth strategies across multiple product platforms and market verticals.

We have consistently succeeded in recruiting and retaining talented engineers from leading institutions in India, including the Indian Institutes of Technology ("**IIT**"), National Institutes of Technology ("**NIT**"), and Birla Institute of Technology and Science ("**BITS**"). Our technocratic and inclusive culture plays a crucial role in not only retaining such personnel but also supporting our competitive positioning and ability to deliver compelling technology-based solutions to market leaders.

The loss of the services of any key personnel or multiple, simultaneous departures from senior management could disrupt the direction, alignment, and execution of our business strategies, and negatively affect our operations, product development pipeline, customer relationships, and overall business performance.

Furthermore, competition for qualified professionals in India's technology sector is intense, and there is no assurance that we will be able to continue to attract or retain the specialized talent our business requires. Continued increases in industry-wide salary levels to match market demand may lead to higher employee expectations; if not matched, this could increase voluntary attrition. Rising compensation and benefits expenses can also impact our cost structure. Failure to adequately adjust to changing market dynamics could result in the loss of key talent, further affecting our ability to execute and grow effectively.

Additionally, the departure of multiple key team members within a short period, whether from engineering teams or senior leadership could result in wider 'team risk', affecting collaboration, and continuity on critical projects. This risk is heightened during periods of organizational transition or rapid growth.

The table below sets forth details of our voluntary attrition rate as at the dates indicated:

Particulars	As at December 31, 2025*	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Voluntary Employee attrition rate (%)	9.86	10.41	12.83	19.31
KMP and SMP attrition rate (%)	-	-	11.76	-
Voluntary attrition of employees with IITs, NITs, BITS educational backgrounds (%)	10.07	13.70	18.29	24.78

** Not annualised.*

Notes:

(1) *Employee attrition rate is calculated as permanent employees resigned during the relevant period/year divided by average number of permanent employees for the said period/year.*

(2) *KMP and SMP attrition rate is calculated as KMPs and SMPs resigned during the relevant period/year divided by Average number of KMPs and SMPs for the said period/year.*

(3) *Attrition rate for employees from IITs, NITs and BITs educational backgrounds is calculated as permanent employees with IITs, NITs, BITS educational backgrounds from engineering team Resigned during the relevant period/year divided by Average number of permanent employees with IIT, NIT, BITS educational backgrounds from engineering team, for the said period/year.*

Our inability to attract, retain or adequately replace Key Management Personnel and Senior Management Personnel in a timely manner, or at all, may materially and adversely affect our business, growth prospects, results of operations, cash flows, and financial condition.

26. Our total research and development spend as a percentage of our revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, were 6.98%, 6.74%, 9.51% and 10.28%, respectively. Our investments in research and development may not always lead to commercially successful outcomes, which could adversely affect our business operations, financial performance, and growth prospects.

Research and development ("**R&D**") is central to our business strategy, supporting our ability to develop innovative control technologies and new product offerings for diverse and evolving markets. We allocate significant resources to R&D in order to maintain our technological leadership and deliver differentiated, critical-to-application solutions to our customers.

However, achieving successful outcomes from these investments is inherently uncertain. We may face substantial technological and implementation challenges in our R&D initiatives such as delays in project execution, or the development of products that ultimately do not meet required performance, quality, or safety standards, or fail to achieve market acceptance. Our ability to meet our R&D objectives also depends on our capacity to attract, develop, and retain highly skilled engineers and technical personnel. Competition for specialised R&D talent in India is intense and, as highlighted in the risk factor "*- Our business and growth depend on the continued service and expertise of our Key Management Personnel, Senior Management Personnel and engineering personnel. Loss of Key Management Personnel, or failure to attract or retain qualified talent, may adversely impact our ability to innovate, execute strategies, and achieve growth*." on page 48, any difficulty in attracting or retaining such personnel may impede our ability to innovate and deliver new products effectively.

The table below sets forth details of our R&D spend as a percentage of revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
R&D spend (₹ million) (Product Development) (A)	205.93	259.92	252.52	232.28
R&D spend (₹ million) (New Technology Development) (B)	225.34	151.30	127.68	139.52
Sub Total (C=A+B)	431.27	**411.22**	**380.20**	**371.80**
Equipment Purchased for R&D (₹ million) (D)	106.99	32.78	124.67	63.23
Total R&D Spend (₹ million) (E=C+D)	**538.26**	**444.00**	**504.87**	**435.03**

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations (₹ million) (F)	**7,706.65**	**6,583.63**	**5,306.53**	**4,230.28**
R&D spend as a percentage of revenue from operations (%) (E/F)	6.98	6.74	9.51	10.28

If our ongoing efforts in R&D fail to yield commercially viable results including as a result of challenges in maintaining a skilled technical team, we may incur significant costs, and the business may not benefit from incremental revenue to offset those investments. This could adversely impact our financial condition, profitability, and our ability to support further R&D or operational needs. While historically, our R&D efforts have resulted in marketable products and have faced no instances during the nine months ended December 31, 2025 or Fiscals 2025, 2024 and 2023 where we faced any significant issues in relation to product development or research, there can be no assurance that future investments will always be successful or avoid material adverse effects on our business, financial performance, or future growth prospects.

27. Our business is directly dependent on commercial success and market acceptance of our customers' end-use products. Any decline in the demand, production, or acceptance of these products could adversely affect our business, operations, financial condition, and growth prospects.

As highlighted in "- *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35, our business model is closely linked to the performance and acceptance of our customers' end-use products, particularly in the automotive and industrial sectors. Our core offerings, control technologies, and ECUs are integrated as critical components in our customers' final products. Factors that affect our customers, including shifts in consumer preferences, macro-economic conditions, regulatory changes, technological advances, and competitive dynamics, may therefore have a direct impact on us.

For instance, a reduction in end-user demand or changes in industry trends such as declining adoption of internal combustion engine powered 2/3Ws, transitions away from specific powertrain systems, or tightening/loosening emissions standards could lead to lower demand for our technologies and offerings. Additionally, setbacks such as product recalls, adverse regulatory reviews, or failure of our customers' products to meet market expectations could adversely affect our reputation, even if our own technologies perform as intended.

We also remain exposed to the risk of technological or market shifts that favour solutions or systems not utilising our technologies. As industry requirements and end-user expectations evolve, our customers may choose to develop or adopt alternative technologies in-house or from other suppliers, further amplifying revenue volatility and reducing market share for our solutions.

While we have not experienced any material decline in broad-based demand for our products during the nine months ended December 31, 2025, or Fiscals 2025, 2024, and 2023, our ongoing growth depends on the sustained market acceptance and commercial success of our customers' products in which our solutions are deployed. There is no assurance that these favourable conditions will continue as we expand, or that our product and technology pipeline will always remain aligned with evolving industry preferences, customer requirements, or regulatory frameworks.

Accordingly, any failure by our customers' end-use products to achieve or maintain market acceptance, or any decline in their commercial performance, could materially and adversely affect our business, results of operations, and financial condition.

28. Inability to consistently meet in-field quality expectations for our products could materially and adversely affect our business, financial condition, results of operations, and growth prospects.

Many of our products, particularly controllers and other electronic components, are critical for our customers' applications, especially those of our anchor customers. This places us in sectors with stringent requirements and expectations for reliability, such as automotive and industrial. Our products are assessed by customer-specified standards, such as failures per million units (parts per million, or ppm) in automotive, or by percentage failure rates in industrial segments.

Quality risks can vary depending on the commercial stage of a product. Early-stage issues often arise from factors such as incomplete validation in customer equipment, design modifications, or isolated manufacturing errors. Unless resolved promptly, these quality concerns can undermine customer confidence and limit the prospects for wider adoption. As products mature and adoption broadens, risks tend to relate more to the maintenance of steady-state quality and the recurrence of failures due to design or manufacturing weaknesses, or ineffective root cause analysis. Our ability to manage quality at all stages also depends on the quality of materials and components supplied by our vendors.

To ensure quality, our customers routinely audit our manufacturing processes and facilities, both prior to placing orders and as part of ongoing supplier assessments. These audits typically review our manufacturing capability, quality control systems, and compliance with customer requirements, and may result in recommendations for improvement. There have been no adverse audit findings, product recalls, liabilities, or significant quality incidents during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023.

Isolated quality issues are not uncommon with new product launches. For example, at the initial market entry of our genset controller and ISG propositions in Fiscal 2020, we faced limited product recalls due to specification deviations during customer validation. Since then, our operations have not experienced similar incidents or significant liabilities. Failures to maintain quality standards may result in regulatory action, loss of certification, interruption of supply, warranty claims, contractual breaches, or reputational harm. In competitive markets, even rare quality failures can prompt customers to seek alternative suppliers and negatively impact commercial relationships and our market position.

Any significant failure to meet in-field quality expectations whether an isolated early event or a later steady-state issue could have a material and adverse effect on our business, financial condition, results of operations, and growth prospects.

29. Any failure to adequately protect our proprietary technical know-how or confidential information may result in the loss of our competitive advantage and could materially and adversely affect our business, results of operations, financial condition, and growth prospects.

Our ability to compete effectively in our chosen markets relies in part on our substantial technical know-how, including proprietary manufacturing processes, advanced control algorithms, and confidential product designs. Much of this expertise is the result of cumulative learning by our Promoters, Senior Management Personnel, and Key Managerial Personnel, coupled with sustained investment in research and development. This knowledge both underpins our differentiated technology propositions and supports our cost, quality, and innovation advantages.

A significant portion of our workforce, including key technical and engineering personnel, has access to sensitive design information, manufacturing methodologies, and operational data. There is a risk that such proprietary information may be intentionally or inadvertently disclosed to unauthorised parties, either while employed or after personnel leave, including to competitor firms. While we maintain internal controls and confidentiality arrangements including employment contracts with non-disclosure obligations there can be no assurance that such measures will always prevent leaks or unauthorised use of our know-how.

If our confidential technical information is disclosed or becomes publicly available, there is a heightened risk that competitors may replicate our solutions or exploit our processes, undermining our ability to sustain a competitive advantage. Furthermore, it may be difficult, time-consuming, or costly to enforce our rights or pursue legal action to prevent unauthorised use once such leakage occurs, especially in jurisdictions where protections for confidential information or intellectual property are limited.

Although we have not experienced any known leaks of confidential technical information during the nine months ended December 31, 2025 and Fiscals 2025, 2024, and 2023, we cannot guarantee that such incidents will not occur in the future as we continue to expand our workforce and business footprint. Any material breach of confidentiality or loss of proprietary know-how could erode our competitive position, disrupt operations, and negatively affect our financial condition and prospects for future growth.

30. Some of our Directors do not have prior experience of holding a directorship in a company listed on the Stock Exchanges which may subject us to adverse regulatory actions if we are not able to comply with applicable laws, resulting in an impact on the price of our Equity Shares.

A majority of our Directors' do not have prior experience of being on the board of a company listed on the Stock Exchanges. Upon listing of the Equity Shares, our Company will be subject to the applicable regulatory requirements, including the regulations prescribed under SEBI Listing Regulations and the Companies Act. We cannot assure you that our Directors' will be able to adequately manage our Company after listing of our Equity Shares on the Stock Exchanges, due to their lack of prior experience as directors of listed companies. Accordingly, we may get limited guidance from them and accordingly, may encounter challenges to maintain and improve the effectiveness our disclosure controls, procedures and internal control as required for a listed company under the applicable laws. Any non-compliance with such regulatory framework, whether due to lack of such experience or otherwise, could subject us to adverse regulatory actions, and have an impact on the price of our Equity Shares.

31. Significant increases, fluctuations in prices, shortages, or delays in the supply of primary raw materials could materially and adversely affect our estimated costs, expenditures, production timelines, and overall financial performance.

Our business model involves sourcing and converting various raw materials including semiconductor components, printed circuit boards ("**PCBs**"), casing, and motors amongst others, and packing and consumables such as solder materials into finished ECUs for delivery to OEMs in the automotive and industrial sectors. A large proportion of these critical raw materials, particularly semiconductor components and PCBs, are imported, meaning our operations are strongly exposed to global supply chains and international market volatility.

Raw material prices and availability are subject to a variety of factors outside our control. These include global supply-demand dynamics, inflationary trends, geopolitical developments, trade restrictions, natural disasters, regulatory interventions, and macro-economic shifts. In particular, the costs of metals (used in both our products and semiconductor manufacturing) and plastic have seen a rising trend over time due to persistent global shortages, inflation and heightened demand in competing sectors. Sustained input price escalation increases our manufacturing costs and could reduce our profitability unless we are able to pass these costs through to our customers, which is not always possible. For example, global shortages and price surges in semiconductors in recent years have significantly impacted electronics manufacturers worldwide, including those in our sector.

The following table sets out our dependence on key raw materials, as a percentage of total material costs for the nine months ended December 31, 2025 and Fiscals 2025, 2024, and 2023:

Particulars	**Nine months ended December 31, 2025**		**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	Amount (₹ million)	**Percentage of cost of materials consumed (%)**	**Amount (₹ million)**	**Percentage of cost of materials consumed (%)**	**Amount (₹ million)**	**Percentage of cost of materials consumed (%)**	**Amount (₹ million)**	**Percentage of cost of materials consumed (%)**
Semiconductor components	3,655.11	74.22	3,161.28	76.25	2,846.55	77.61	2,421.74	79.67
Packing and Consumables	383.91	7.80	319.17	7.70	244.09	6.66	227.00	7.47
Printed Circuit Boards	396.03	8.04	312.44	7.54	262.05	7.14	94.50	3.11
Electricals	129.50	2.63	75.11	1.81	55.73	1.52	79.83	2.63
Casing	259.18	5.26	222.38	5.36	168.05	4.58	98.76	3.25
Motors	39.84	0.81	17.12	0.41	37.10	1.01	35.09	1.15
Others(1)	60.94	1.24	38.59	0.93	54.17	1.48	82.68	2.72
Total	**4,924.51**	**100.00**	**4,146.09**	**100.00**	**3,667.74**	**100.00**	**3,039.60**	**100.00**

Note:

(1) Others primarily include washers, bolts, and vent amongst others.

Sustained or sudden increases in the cost of these key raw materials could either reduce our profit margins (if we are unable to pass on the increases to our customers) or erode competitiveness (if higher costs result in higher pricing for our solutions). Volatility or disruption in global supply whether because of geopolitical tensions, supplier insolvency, logistics bottlenecks, or regulatory changes could lead to shortages, directly delaying production schedules, delivery to customers, or new product development.

As a result, persistent or sudden increases in the cost of metals and plastics may significantly raise our overall raw material cost base over time. If we are unable to manage these rising costs either through efficiencies, pricing adjustments, or alternate sourcing, our margins could decrease, and our competitiveness and profitability may be adversely affected.

These risks are particularly acute during periods of high growth or scale-up phases as highlighted in as highlighted in " - *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35, when our production needs and dependence on timely raw material supplies are greatest. Any inability to secure essential raw materials in required quantities, within acceptable timelines and cost parameters, may result in delayed customer deliveries, missed commitments, and adverse impacts on our reputation and relationships with anchor customers.

While we proactively monitor supply chain risk and are developing alternate sourcing strategies (including potential localization), we cannot guarantee that these measures will be sufficient to fully offset global or local disruptions. In particular, the ongoing and cumulative pressure of metal and plastic cost inflation may present an ongoing challenge to our ability to sustain margins and manage cost predictability. Any extended shortage or significant price fluctuation affecting critical raw materials could have a material adverse impact on our business, results of operations, cash flows, and future growth prospects.

32. ***Our Company derives a portion of its income from export incentive schemes and government grants. There can be no assurance that such incentives or grants will continue or that our business will remain eligible in future.***

Our Company derives a portion of its income from export incentive schemes and government grants such as Duty Drawback, the Remission of Duties and Taxes on Exported Products ("**RoDTEP**") scheme, Maharashtra Electronics Policy 2016, and the Modified Special Incentive Package Scheme ("**M-SIPS**"). These schemes are subject to government discretion and policy changes and require ongoing compliance with detailed conditions.

Any withdrawal, reduction, delay, or tighter eligibility criteria relating to these schemes could materially affect our profitability and cash flows. These benefits relate primarily to products exported from India and to eligible capital investments in manufacturing. There can be no assurance that such incentives or grants will continue or that our business will remain eligible in future.

The table below provides details of incentives received as a percentage of revenue from operations during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Duty Drawback (₹ million) (A)	10.20	6.71	4.88	5.61
RoDTEP (₹ million) (B)	3.20	3.49	2.48	1.12
Maharashtra Electronics Policy, 2016 (₹ million) (C)	8.57	8.27	30.70	25.48
M-SIPS (₹ million) (D)	48.20	4.38	24.80	-
Total Incentives (₹ million) (E = A+B+C+D)	**70.17**	**22.85**	**62.86**	**32.21**
Revenue from operations (₹ million) (F)	7,706.65	6,583.63	5,306.53	4,230.28
Total incentives as a percentage of revenue from operations (%) (G = E/F)	0.91	0.35	1.18	0.76

33. Inability to maintain and protect our reputation for reliability and quality with key customers and stakeholders could materially and adversely affect our business, prospects, and financial performance.

Our reputation is a critical asset supporting our business model, recurring revenue base, and growth prospects. The confidence that leading OEMs, business partners, regulators, and industry stakeholders place in us is based largely on our ability to meet demanding technical and quality standards, and performance over time. Maintaining and enhancing this reputation is essential for retaining preferred-supplier status, securing repeat business from anchor customers, and remaining competitive.

Negative developments or shortcomings in any of the following areas may harm our reputation among these key stakeholders, which could significantly affect our financial performance:

- ***Product quality or reliability*****:** Recurring defects, major product quality failures, or large-scale recalls could damage confidence among anchor customers, potentially resulting in contract loss, reduced order volumes, or challenges in winning future business.
- ***Operational reliability and delivery*****:** Inability to meet stringent delivery timelines and service-level expectations, especially for our largest customers, could lead to loss of business or a shift in supply to competitors, impacting our revenues and strategic relationships.
- ***Stakeholder and industry perception*****:** Adverse commentary within the industry, negative feedback from anchor customers, or unfavourable media attention around product performance, workplace incidents, or supply chain disruptions could undermine our position as a supplier of choice.
- ***Regulatory or contractual disputes*****:** Investigations, regulatory actions, or significant contractual or intellectual property disputes even if unrelated to product safety or reliability may prompt anchor customers to reassess their commercial arrangements with us.
- ***Third party and supply chain conduct*****:** Performance or compliance failures by our suppliers, or logistics partners could be attributed to us by key customers, potentially harming business relationships and standing within the industry.

Given our business model is concentrated on a select group of longstanding domestic anchor customers rather than a wide array of end consumers, maintaining trust, operational excellence, and regulatory compliance in these direct relationships is central to our continued success. Any damage to our reputation in this context could result in loss of key contracts, reduced business volumes, and significant adverse impact on our revenue, cash flows, and long-term prospects.

We have not experienced any negative media coverage, major regulatory or litigation-related reputational events, or significant loss of customer trust during the nine months ended December 31, 2025, or Fiscals 2025, 2024, and 2023. However, as our operations expand and we face increasing scrutiny, there can be no assurance that adverse events will not occur in future.

34. While we have maintained consistent growth in our business and financial metrics during the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023, there can be no assurances that we will continue to experience such growth going forward which could have an adverse impact on our business, cash flows and results of operations.

During the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023, we maintained consistent growth in key business, and financial metrics, with the exception of one-time events that have temporarily affected our financial results. For instance, while our revenue from operations increased from ₹4,230.28 million in Fiscal 2023 to ₹5,306.53 million in Fiscal 2024, our profit for the year was ₹58.78 million which was lower than ₹ 85.73 million for Fiscal 2023. This lower profit was primarily due to a one-time interest expense on compulsory convertible preference shares of ₹255.00 million during Fiscal 2024, which resulted in finance cost increasing to ₹384.48 million (net of capitalization) in Fiscal 2024 compared to ₹160.44 million (net of capitalization) in Fiscal 2023 and ₹120.30 million (net of capitalization) in Fiscal 2025.

More recently, our Company has experienced significant acceleration in growth rates, with revenue from operations growing to ₹7,706.65 million during the nine months ended December 31, 2025. While revenue growth has been relatively consistent, with revenue from operations growing from ₹4,230.28 million in Fiscal 2023 to ₹6,583.63 million in Fiscal 2025 (representing growth of 55.63% over two years), profitability has been more variable due to the one-time factors mentioned above. The recent acceleration in growth rates reflects a combination of market expansion, operational improvements, and recovery from the lower profitability levels in Fiscal 2024. However, such high growth rates may not be sustainable and should not be assumed to continue at similar levels in subsequent periods. Our future growth and profitability will depend on various factors including market conditions, competitive dynamics, our ability to maintain relationships with key OEM customers, and successful execution of our business strategy, many of which are beyond our control. Accordingly, our historical financial performance may not be comparable to our future performance.

The table below sets forth details of our key business and financial metrics for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	**Nine months ended December 31, 2025**	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**
Total Income (in ₹ million)	7,753.06	6,625.36	5,358.96	4,298.66
Revenue from operations (in ₹ million)	7,706.65	6,583.63	5,306.53	4,230.28
Profit for the period/year (in ₹ million)	714.98	470.45	58.78	85.73
Profit for the period/year margin (%)(1)	9.28%	7.15%	1.11%	2.03%
EBITDA(2) (in ₹ million)	1,610.71	1,250.68	831.24	542.40
EBITDA Margin(%)(3)	20.90%	19.00%	15.66%	12.82%

Notes:

1. *Profit for the period/year Margin (%) is calculated as profit for the period/year divided by Revenue from operations.*
2. *EBITDA is calculated as profit for the period/year plus finance costs, depreciation and amortization expense plus total tax expense.*
3. *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from operations.*

For details of reconciliation of Non-GAAP items such as EBITDA, EBITDA Margin (%) and profit for the period/year margin (%), please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – NON-GAAP Measures*" on page 441.

Any failure to preserve or enhance our reputation or respond effectively to reputational threats could result in a material loss of customer confidence, decreased revenue, customer attrition, restricted market opportunities, and could have a significant negative impact on our business, financial condition, results of operations, and long-term growth prospects.

35. ***Our Company may not be successful in implementing its strategies, which may adversely affect our business, cash flows, results of operations and future prospects.***

Our growth strategies are designed to achieve our goal of becoming a globally respected supplier of innovative, control-intensive technologies with widespread adoption, robust growth, profitability and capital efficiency. These strategic priorities include expanding our technologies and product offerings across large mobility and industrial markets; investing in technology and product differentiation; offering a comprehensive suite of control-intensive products in every target market; establishing and sustaining partnerships with leading OEMs; and leveraging synergies across markets, products and supply chains. For further details, see "*Our Business – Our Growth Strategies*" on page 257.

If we are unable to execute any of these strategies effectively, we may not achieve our intended business objectives. For example, failure to develop and deliver technologies and products that address multiple large markets or to successfully introduce differentiated offerings may result in missed growth opportunities or reduced competitiveness. Inability to broaden our product range in each market or strengthen customer relationships could limit our value proposition and impact our revenue base. If we are unsuccessful in building or sustaining long-term partnerships with market leaders, it may affect our market access and reputation. Additionally, if we do not effectively leverage synergies across our markets, products and supply chain, anticipated cost, scalability or speed-to-market benefits could fail to materialise.

As a result, our business, cash flows, results of operations and future prospects may be adversely affected if we are unable to meet these strategic objectives as planned.

36. ***We have capital expenditure and working capital requirements to support our growth, innovation, and operational continuity. If we are unable to secure required financing when needed, our operations and future prospects may be materially and adversely affected.***

Our business model needs ongoing investment to support product development, production scale-up, technological upgrades, and operational resilience. As we continue to expand our customer base, increase production volumes, and respond to evolving industry standards particularly in the automotive and industrial sectors, our capital expenditure and working capital requirements have shown a consistent upward trend.

The following table sets out our recent capital expenditure, driven by investments in property, plant, equipment, ongoing projects, and intangible assets, as we maintain and expand our product pipeline as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	**As at December 31, 2025**	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
Capital expenditure during the period/year (₹ million)	1,023.94	916.46	750.09	541.31

Similarly, our working capital needs are significant because we are required to finance inventory, materials procurement, production, and delivery cycles before customer payments are received. Working capital loans and total borrowings are presented below as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Working capital loans	105.26	154.70	394.22	313.96
Total borrowings(1) (₹ million)	468.92	496.18	1,506.18	1,096.07
Working capital loans as a percentage of total borrowings (%)	22.45	31.18	26.17	28.64

Note:

(1) *Total borrowings include Current liabilities - Financial liabilities - Borrowings and Non-current liabilities - Financial liabilities - Borrowings.*

For further details, see "*Financial Indebtedness*" beginning on page 459.

The table below provides details of our inventories, trade receivables and trade payable as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Inventories (₹ million)	1,470.10	1,352.56	1,176.49	901.93
Trade Receivables (₹ million)	1,430.40	439.43	270.29	152.46
Trade Payables (₹ million)	1,426.75	857.82	767.33	664.88

Our Company historically utilized the M1xchange Trade Receivables Discounting System ("**TReDS**") platform to accelerate cash collections and optimize working capital. During the nine months ended December 31, 2025, we discontinued the use of TReDS and transitioned to direct invoicing and collection from customers, resulting in a significant increase in trade receivables from ₹ 439.43 million as at March 31, 2025 to ₹ 1,430.40 million as at December 31, 2025.

While this transition reflects our improved financial maturity and reduces financing costs, it has resulted in higher working capital requirements and longer cash conversion cycles. We are now subject to the standard payment terms of our OEM customers, which typically range from 30 to 90 days. Any delays in customer payments, disputes regarding invoices, or deterioration in the financial condition of our key customers could adversely impact our cash flows and require us to seek alternative financing arrangements. There can be no assurance that our receivables will continue to be collected in a timely manner or that we will not experience increased collection difficulties in the future.

The table below provides details of our inventories days, receivable days and payable days as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Inventory Days(1)	82	112	104	109
Receivable Days(2)	33	20	15	14
Payable Days(3)	56	61	60	59

Note:

1. *Inventory Days is calculated as (average inventory/cost of goods sold)*365. For nine months ended December 31, 2025, same is calculated as (average inventory/cost of goods sold)*275.*
2. *Receivable Days is calculated as (average trade receivable/Revenue from operations)*365. For nine months ended December 31, 2025, the same is calculated as (average trade receivable/Revenue from operations)*275.*
3. *Payable Days is calculated as (average trade payables/purchase of goods, services and other expenses excluding non-cash items)*365. For nine months ended December 31, 2025, same is calculated as (average trade payables/purchase of goods, services and other expenses excluding non-cash items)*275.*

We require these levels of capital and working capital because our growth strategy necessitates continuous investment in advanced manufacturing capabilities, research and development, process automation, and inventory to support customer demand even as payment cycles lengthen or industry conditions fluctuate. The timing and quantum of future capital needs may be affected by several external variables such as cost overruns, project delays, regulatory changes, technological developments, competitive pressures, or macroeconomic volatility.

Furthermore, in the ordinary course of our business, we make advance payments to suppliers for raw materials, components, and other critical inputs required for our operations. These advances are intended to secure timely supply and manage fluctuations in procurement cycles. However, we face the risk that one or more suppliers may fail to deliver goods or services as agreed, experience operational or financial difficulties, or become insolvent.

The table below sets forth the details of advances paid to suppliers and provisions / write-offs for unrecovered advances for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Advances paid to suppliers (₹ million)	17.51	11.52	20.39	12.73
Provisions for unrecovered advances (₹ million)	-	0.31	0.31	0.31
Write-offs for unrecovered advances (₹ million)	0.31	0.31	0.00	0.04

Our projected internal accruals and available credit lines may not always be sufficient to meet our planned or unplanned capital requirements, especially during periods of rapid scale-up or when pursuing new market opportunities. If our working capital requirements increase, for example, due to higher raw material prices, extended receivables cycles, or increased inventory holdings this may result in a greater need for external funding and consequently higher financing costs. If additional financing is needed, it may not always be available on favourable terms, in adequate amounts, or within required timeframes due to fluctuations in financial markets, changes in lender appetite, regulatory actions, or broader macroeconomic disruptions. Should we need to raise significant additional debt, our interest expenses may increase and our ability to deploy internal cash flows for business needs could become constrained by financial covenants, potentially impacting our profitability and operational flexibility. Delays or an inability to obtain timely working capital funding could disrupt our supply chain, delay production schedules or deliveries, and adversely affect ongoing projects or our ability to meet customer commitments. Insufficient access to capital or working capital may also restrict our capacity to pursue new opportunities, respond to technological change, or implement growth initiatives, which could result in lost commercial momentum and undermine our long-term competitiveness. Consequently, any inability to secure capital or working capital as and when required could have a direct and material adverse effect on our operations, liquidity, financial condition, and prospects for sustainable growth.

37. ***Insufficient warranty reserves to cover future claims could adversely affect our financial condition, results of operations and business prospects.***

We provide warranties on selected products sold to our customers, which require us to repair or replace products, or to compensate customers, subject to the terms of the warranty arrangements with such customers. To address these obligations, we maintain reserves calculated using historical claim rates, management estimates of future warranty costs, and other relevant assumptions. These estimates are inherently uncertain and depend on various factors, including the reliability of our products, changes in product technology, usage patterns, and the operational environment of end-users.

If unforeseen quality issues emerge, product failures occur at a higher rate than expected, product usage patterns shift, or we expand into new product categories with limited historical claim data, actual warranty claims could exceed our current reserves in both number and value. In such circumstances, we may be required to record additional provisions or incur unplanned cash outflows to meet our obligations. These developments could reduce our profitability, impair our liquidity, or negatively impact our financial condition.

The table below sets forth details of our warranty expenses during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Warranty expenses (₹ million) (A)	24.13	13.37	3.28	3.92
Total expenses (₹ million) (B)	6,670.36	5,948.37	5,270.83	4,218.59
Warranty expenses as percentage of total expenses (%) (C=A/B)	0.36	0.22	0.06	0.09
Revenue from operations (₹ million) (D)	7,706.65	6,583.63	5,306.53	4,230.28
Warranty expenses as percentage of revenue from operations (%) (E=A/D)	0.31	0.20	0.06	0.09

Moreover, any significant increase in warranty claims or the need for large-scale product recalls may not only result in financial strain but could also damage our reputation, harm customer relationships, and undermine future business prospects. Although we aim to estimate warranty reserves prudently and adjust them as circumstances require, there can be no assurance that our reserves will always be adequate to cover actual or future warranty obligations. Any shortfall in warranty reserves, or a substantial increase in claims, could materially and adversely affect our financial performance and competitive position.

38. ***Risks relating to the protection and enforcement of our intellectual property may materially and adversely impact our business, operations, and future prospects.***

Our success depends significantly on our ability to develop, protect, and enforce our intellectual property, including patents, trademarks, domain names, proprietary technologies, and confidential business processes. We rely on a combination of statutory rights, internal safeguards, and contractual arrangements to protect these assets both in India and internationally. However, given the nature of our operations centred on in-house developed control technologies and the commercialization of differentiated products for leading customers, we are exposed to material risks relating to intellectual property at every stage of the technology and market adoption cycle.

At the "Technology Proposition" and "Proof of Concept" stages associated risks as highlighted in " - *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35, we face the risk that technical know-how, innovative features, or proprietary methods may be inadvertently disclosed or leaked through customer engagement, or through lapses in internal processes. Early loss of confidentiality undermines our ability to secure a first-mover or differentiation advantage.

As we progress through "Commercial Business Win" and "Early Growth" stages and the associated risks as highlighted in "- *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35, wider engagement with anchor customers and the commencement of broader deployment expose us to challenges such as patent oppositions, infringements, and disputes over the ownership or use of proprietary technology. Failure to protect our intellectual property or to respond effectively to challenges may erode competitive advantage and impair our ability to drive commercial adoption. Our dependence on a few anchor customers at these stages increases the potential impact of any challenge to our intellectual property position.

During the "Broader Market Adoption Stage" and "Sustaining Industry Position" stages associated risks as highlighted in "- *We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35, once our products or technologies achieve wider adoption, the risks expand further. Competitors, whether incumbents or new entrants may attempt to imitate, circumvent, or challenge our intellectual property, in some cases initiating legal proceedings or seeking to invalidate key rights. The complexity of enforcing and defending these rights intensifies across jurisdictions, as does the potential for high costs, management distraction, and uncertainty in legal outcomes. Additionally, our registered trademarks and domain names require ongoing maintenance and timely renewal; any lapse or failure to renew could lead to a loss of brand protection.

If we are unable to secure, enforce, or defend our intellectual property rights adequately, we may lose key competitive advantages and encounter difficulties maintaining our market position. Significant unauthorised use or disclosure of our proprietary technology, ineffective responses to infringement or passing off, or unfavourable outcomes in litigation or opposition could have a material adverse effect on our operations, financial condition, cash flows, and brand reputation.

As on the date of this Red Herring Prospectus, our Company has been granted a total of 12 patents across various jurisdictions. Out of these, (i) five patents have been granted in India only, (ii) two patents have been granted in USA only (which have also been published in India for public comments), (iii) two patents have been granted in USA, China, EU and Japan (which have also been published in India for public comments), (iv) one patent has been granted in India and USA, (v) one patent has been granted in USA and China (which has also been published in India for public comments); and (vi) one patent has been granted in Vietnam only (which has also been published in India for public comments). Of our five patents granted in India only, we have applied to the World Intellectual Property Organisation for international patent recognition for two patents.

In addition to the above, as at the date of this Red Herring Prospectus, our Company has applied for a total of 11 patents in India which are at different stages of approval. Out of these 11 patent applications, the Indian Patent Office has published three patents for public comments.

Our Company also has six trademarks registered in India. We have not witnessed any litigations or challenges regarding infringement of our intellectual property rights during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023. However, given the evolving competitive landscape and the strategic value of our proprietary technologies, there can be no assurance that significant challenges, infringements, or disputes will not arise in the future, or that we will always prevail in defending our rights.

Because the risks relating to the protection and enforcement of intellectual property are inextricably linked to the positioning and lifecycle of our business propositions as outlined in our business model and dynamic risk framework these risks should be considered core, material elements of our overall risk profile which may impact us at multiple stages of technology and market adoption.

39. We are dependent on third parties for transportation and timely delivery of our products to customers. Any significant disruption or failure by these providers, including one-time events such as strikes, port closures, or other logistical issues could result in delivery delays and increased costs, materially affecting our business.

A significant proportion of our products are delivered to customers in India by road and to international customers primarily by sea. We engage third-party logistics service providers for these requirements on a need basis and currently do not maintain long-term, formalised contracts with such service providers. This model allows us flexibility and cost management but increases our exposure to risks beyond our direct control, such as sudden withdrawal of services, reduced availability of transport capacity, or inability of a provider to meet commitments.

The table below illustrates that although carriage, freight and forward charges constituted a relatively minor percentage of our total expenses, reliable logistics are critical to our operations and customer relationships:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Carriage, freight and forward charges (₹ million)	21.59	21.65	15.67	14.89
Total expenses (₹ million)	6,670.36	5,948.37	5,270.83	4,218.59
Carriage, freight and forward charges as a percentage of total expenses (%)	0.32	0.36	0.30	0.35

Our operations are particularly vulnerable to external events that can disrupt logistics, such as industrial strikes among transport workers, temporary port closures, customs delays, or other supply chain shocks. Any such event especially if prolonged or occurring during periods of high demand could materially delay deliveries, disrupt customer projects, or require us to rely on more expensive or less efficient alternative channels.

Whilst there have been no such instances during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023, where we experienced any disruptions due to strikes or any other factors involving our third-party logistic service provides, however, we cannot assure you that such instances may not occur in future. In the event that these third-party logistic service providers are unable to provide services for our operations for reasons which are beyond our control and we are unable to secure alternate transport arrangements in a timely manner and at an acceptable cost, or at all, our business, cash flows, financial condition, results of operations and reputation may be adversely affected.

During the international transport of our products primarily by sea, we face additional risks of physical loss, damage, or shipment delays due to shipwrecks, mishandling at ports, or damage during transit. Although we maintain marine insurance policies to cover specified risks, any costs or losses exceeding coverage limits, or resulting from uninsured events, would be borne directly by us.

Rising fuel costs and inflationary pressures may increase freight charges imposed by our logistics partners, and any inability to pass these costs to customers in a timely manner could adversely affect our operating margins and competitiveness. If our third-party logistic service providers fail to provide timely and reliable service, or if alternative arrangements cannot be made efficiently, our business, cash flows, results of operations, financial condition, and reputation could be adversely affected.

40. ***We require to obtain, renew and maintain statutory and regulatory licenses, permits and approvals in the ordinary course of business, and the failure to obtain or retain them in a timely manner may materially adversely affect our operations.***

Our operations are subject to government regulation, and we are required to obtain and maintain several statutory and regulatory permits and approvals under central, state and local government legislation for operating our business generally, including tax registrations, labour licenses, and trade license. For instance, in relation to our manufacturing facilities, we are required to obtain various licenses under labour legislations and laws in relation to the environment, amongst others and such approvals required by us may be subject to numerous conditions including inter alia minimum fire safety measures in the premises, intimation requirement to the relevant authority for expansion of business area, requirement of application for renewal prior to the expiry of existing licenses amongst others. Our material approvals, registrations, permits and licenses may expire in the ordinary course of business, and our Company is in the process of renewing such key approvals, as necessary. For further information on approvals relating to our business and operations, see "*Government and Other Approvals*" beginning on page 465.

There is no assurance that the relevant authorities will renew or issue approvals in a timely manner, or at all. If we are not able to renew the approvals in a timely manner or at all, our existing and prospective business and operations may be adversely affected. There is no assurance that these would not be suspended or revoked in the event of accidental non-compliance or alleged noncompliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us, through a failure of our employees or Directors, to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

41. ***Our inability to accurately forecast demand and effectively manage inventory exposes us to interconnected risks that may adversely affect our business, financial condition, results of operations, and cash flows.***

Meeting the requirements of our customers, particularly in the automotive, and industrial segments demands accurate forecasting of demand and disciplined inventory management. In the absence of contracts fixing the quantity of products to be supplied, we rely on ongoing monthly discussions and non-binding forecasts from our customers and distributors to plan our procurement and production. This flexible model allows us to adjust supply based on the most recent market trends and customer needs such as maintaining approximately two months' stock for distributors based on annual forecasts, but it also increases our exposure to the risk of sudden changes in demand. Variations in customers' actual orders, particularly for product-specific components, may result in surplus inventory or shortages, which can adversely affect our operational efficiency, working capital, and profitability.

Failures in demand forecasting may result in two primary adverse outcomes:

- Overestimating demand can lead to excess inventory, which increases storage and holding costs, raises the risk of product obsolescence in the context of fast-evolving technologies, and may necessitate financial write-downs. Challenging economic conditions or delays in broader market adoption (*also see " - We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects." and "- Currently, we are significantly dependent on the mobility segment which contributed 84.63%, 85.69%, 85.64% and 80.37% of our revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any downturn, cyclical fluctuation, or adverse development in this segment could materially impact our business, results of operations, and financial condition."* on pages 35 and 36, respectively) can compound these effects if demand materializes slower than anticipated.

- Underestimating demand could cause inventory shortages or delayed deliveries at critical times. These risks failing to meet customer contractual obligations, damaging relationships with existing anchor customers (see risk factor on customer concentration and anchor customer dependency), and creating openings for competitors. These issues may also impact our reputation for reliability and erode future sales opportunities.

Both scenarios can be further complicated by supply chain disruptions, limited supplier flexibility, or extended lead times in sourcing key components. Sudden changes in market demand or supply interruptions can exacerbate mismatches between inventory and production planning, further intensifying pressure on our operational and financial performance. Also see "*- We are significantly dependent on our top 10 suppliers for primary raw materials, wherein purchases from top 10 suppliers constituted 63.63%, 63.64%, 65.63% and 63.34% of our total purchases during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any disruption, delay, or inability of these suppliers to fulfil their commitments may materially and adversely affect our production, financial performance, and growth prospects.*" on page 38.

The table below sets forth details of our inventory turnover ratio as at the respective dates:

Particulars	**As at December 31, 2025**	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
Inventory Turnover Ratio(1) (times)	3.36	3.25	3.49	3.35

Note:

(1) Inventory turnover ratio is calculated as cost of goods sold divided by average inventory. Inventory turnover ratio as at December 31, 2025 is not annualised.

Additionally, inability to adequately align production schedules with actual demand may reduce manufacturing efficiency, lower labour and asset utilisation, and create bottlenecks that impact our ability to deliver to customers on time. Such operational inefficiencies or misalignments can directly impact our profitability and working capital requirements. If we are unable to anticipate and adapt to fluctuating demand, or if disruptions in related risk areas occur, our business operations, financial condition, and cash flows could be materially and adversely affected.

42. As at December 31, 2025, we had contingent liabilities of ₹ 28.26 million that has been disclosed in our Restated Financial Information, which if they materialize, may adversely affect our results of operations, cash flows and financial condition.

As at December 31, 2025, we had contingent liabilities of ₹ 28.26 million. The table below sets forth details of our outstanding contingent liabilities as at December 31, 2025:

Particulars	**As at December 31, 2025**
Contingent Liabilities	
Claims against the Company not acknowledged as debt	
- Income tax matters in dispute (₹ million)	28.26
Total (₹ million)	**28.26**

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of these contingent liabilities materialize, our financial condition and results of operation may be adversely affected. For further information in relation to our contingent liabilities and commitments, please see "*Restated Financial Information – Notes to Restated Financial Information – Note 42 – Contingent liabilities and commitments*" on page 409.

43. There have been minor delays in payment of tax deducted at source / tax collected source (other than salary) during the nine months ended December 31, 2025, and Fiscals 2025 and 2024. Any delay in payment of statutory dues by our Company in future, may result in imposition of penalties and in turn may have an adverse effect on our Company's business, results of operations, financial condition and cash flows.

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 and labour welfare fund charges.

The table below sets forth details of statutory dues paid by our Company in relation to our employees for the period / Fiscals indicated:

Particulars	Nine Months ended December 31, 2025			Fiscal 2025			Fiscal 2024			Fiscal 2023		
	Number of employees as at December 31, 2025	Statutory dues paid (₹ in million)	Statutory dues unpaid(₹ in million)	Number of employees as at March 31, 2025	Statutory dues paid (₹ in million)	Statutory dues unpaid(₹ in million)	Number of employees as at March 31, 2024	Statutory dues paid (₹ in million)	Statutory dues unpaid (₹ in million)	Number of employees as at March 31, 2023	Statutory dues paid (₹ in million)	Statutory dues unpaid (₹ in million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	494	30.51	-	444	33.23	-	364	27.79	-	302	19.43	-
Employee State Insurance Act, 1948	-	-	-	-	-	-	-	-	-	1	0.01	-
Professional Taxes	503	0.88	-	446	1.03	-	366	0.88	-	303	0.74	-
Labour Welfare Fund	377	0.07	-	325	0.06	-	244	0.02	-	202	0.02	-
Income Tax Act, 1961 (TDS on Salary)	499	174.62	-	446	97.15	-	371	96.34	-	304	54.97	-

There have been no instances of non-payment or defaults in the payment of statutory dues/liabilities by our Company. There has been no delay in the payment of statutory dues/liabilities under the said acts, except as follows:

Particulars	Nine Months ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Number of Instances	Amount delayed (₹ in million)	Number of Instances	Amount delayed (₹ in million)	Number of Instances	Amount delayed (₹ in million)	Number of Instances	Amount delayed (₹ in million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Employee State Insurance Act, 1948	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Professional Taxes	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Tax Deducted Source/ Tax Collected Source (other than salary)	1	0.00*	4	0.07	2	0.02	Nil	Nil
Income Tax Act, 1961 (including TDS on salary)	1	0.00*	Nil	Nil	Nil	Nil	Nil	Nil
Goods & Service Tax Act, 2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Rounded off*

The delays were primarily due to technical issues and administrative errors, among others. While our Company has subsequently made payment of all pending statutory dues, we cannot assure you that we will not incur delays in payment of statutory dues in the future. Further, any failure or delay in payment of such statutory dues may expose us to statutory and regulatory action, as well as significant penalties, which may adversely impact our business, results of operations, financial conditions and cash flows.

44. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and cash flows.

Our operations may be subject to incidents of theft or damage to inventory in transit. We may also encounter some inventory loss on account of employee theft, vendor fraud and general administrative error. While there has been no instance of fraud, theft or employee negligence which we have experienced during the nine months ended December 31, 2025 or Fiscals 2025, 2024 and 2023, which had an adverse effect on our business operations, 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, cash flows and financial condition. Additionally, losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations, cash flows and financial condition.

45. Impairment and discontinuation of capitalised projects may have a material adverse effect on our business, financial condition, results of operations, and growth prospects.

We invest in new projects that are capitalised on our balance sheet. There can be no assurance that these projects will always achieve expected commercial success. Factors such as changes in market demand, technology shifts, or lower-than-expected sales may result in projects being impaired or discontinued, which can adversely affect our profitability and asset values. For instance, Internet of Things project ("**IoT**"), capitalised at ₹ 118.80 million and completed in January 2022, was partly impaired in the Fiscal 2025 due to underperformance.

A summary of costs and impairment for the IoT project is set out below:

Particulars	**₹ million**
Cost of the project (capitalised)	118.80
Amortization until Fiscal 2025	77.14
Impairment in Fiscal 2025	41.66
Sale of IoT products during amortization period	2.65

Future projects may face similar risks, which could have a material adverse effect on our business and future growth.

46. Information Technology failures could disrupt our product development and operations which could have an adverse impact on our business operations and financial performance.

Our product development, modelling and operations are heavily dependent on automation, making information technology ("**IT**") systems essential for managing key processes. These systems play a critical role in developing new products, improving efficiency and optimizing costs. The table below sets forth our information technology expenses as a percentage of total expenses for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Particulars	**Nine months ended December 31, 2025**	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**
Information technology expenses (₹ million) (A)	66.80	51.45	56.98	40.43
Total expenses (₹ million) (B)	6,670.36	5,948.37	5,270.83	4,218.59
Information technology expenses as a percentage of total expenses (%) (C=A/B)	1.00	0.86	1.08	0.96

Considering the nature of our business and dependence on information technology for our operations and product development, while there have minor disruptions in our information technology systems during day-to-day operations, however, there have been no instances which had a significant or adverse impact on our business and operations during the nine months ended December 31, 2025 or Fiscals 2025, 2024 and 2023. However, there is no guarantee that such issues will not arise in the future. Proper allocation and management of resources to maintain our IT infrastructure are essential. Failure to do so could result in transaction errors, processing inefficiencies, and challenges to automated systems. Implementing or overhauling IT systems may introduce risks, such as errors, inefficiencies, disruptions, and potential customer loss.

Additionally, our IT systems, as well as those of our third-party service providers, are vulnerable to disruptions due to uncontrollable events such as natural disasters, terrorist attacks, telecommunications failures, computer viruses, or security breaches. Although we have implemented security measures to address these risks, there is no assurance that these measures will be completely effective. Any failure could disrupt our automated manufacturing processes and impact operational continuity and efficiency.

47. If we experience a cyber security breach or other security incident or unauthorized parties otherwise obtain access to our customers data, we may be perceived as not being secure, our reputation may be harmed, demand for our products may reduce and we may incur significant liabilities.

We rely on the technology infrastructure of our third-party service providers for our information technology system such as for cloud services and data back-up. These systems are vulnerable to damage or interruption as a result of software or hardware malfunctions, system implementations or upgrades, computer viruses, third-party security breaches, employee error, misuse, war, natural calamities, power loss, telecommunications failures, cyber-attacks, human error, and other similar events could lead to extended interruptions of our operations, a corresponding loss of revenue and profits, cause breaches of data security, loss of intellectual property or critical data, or the release and misappropriation of sensitive information, or otherwise impair our operations.

Unauthorized use of, or inappropriate access to, our networks, computer systems or services could potentially jeopardize the security of confidential information. The techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target. We may be unable to anticipate these techniques or to implement adequate preventative measures. Non-technical means, such as actions (or inactions) by an employee, can also result in data breach. We cannot assure you that any security measures taken by us will be effective in preventing these activities. We may need to expend significant resources to protect against security breaches or to address problems caused by such breaches. Whilst there have been no data breach during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023 which had a significant impact on our operations, we cannot assure you that such data breaches will not occur in the future.

Furthermore, cyber-attacks may target us, or the communication infrastructure on which we depend. While we strive to improve our cybersecurity measures, our inability to avert all potential attacks and security breaches could subject us to legal and financial liability, harm our reputation and cause us to sustain substantial revenue loss from lost sales and customer dissatisfaction. Whilst there have been no instances during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023, where we have faced any cyber-security issues impacting our operations, however, we cannot assure you that we will not experience these instances as we expand our operations.

48. Reliance on imported machinery exposes us to risks that could adversely affect our operations, financial condition, and results.

Our manufacturing processes require the use of specialised machinery and equipment, a portion of which is sourced from international suppliers. This reliance on imported machinery introduces various risks that could disrupt our operations or impact our financial performance.

First, the process of importing machinery is subject to potential delays arising from customs clearance procedures, evolving import regulations or government duties, and unforeseen logistical hurdles. Geopolitical tensions, global supply chain constraints, higher global demand, or force majeure events such as pandemics can further impede the timely procurement, installation, or commissioning of essential equipment. These challenges may be compounded by foreign exchange rate volatility, which could increase the effective cost of our imported capital goods thereby negatively affecting our planned capital expenditure and margins.

In addition to procurement risks, operating imported machinery may heighten our exposure to challenges in servicing, obtaining spare parts, or securing prompt technical support. Difficulties in getting timely maintenance or after-sales support, especially for equipment with limited domestic presence or exclusive international warranties, may result in unplanned production stoppages, higher downtime, and reduced manufacturing efficiency. If original equipment manufacturers or overseas suppliers are unable, or unwilling, to provide continuing support, our ability to address operational issues may be compromised.

The following table sets forth the break-up of additions to property, plant and equipment, showing the value of imports and equipment sourced from India and outside India for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Period/year	Imports (₹ million)	Domestic (₹ million)	Total (₹ million)
Nine months ended December 31, 2025	223.82	546.04	769.86
Fiscal 2025	155.45	423.22	578.67
Fiscal 2024	179.32	245.99	425.31
Fiscal 2023	65.07	149.10	214.17

The following table sets forth a break-up of the value of property, plant and equipment sourced from outside India for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Country Name (Outside India)	Nine months ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Total Value of Property, Plant and Equipment sourced (%)	Amount (in ₹ million)	Percentage of Total Value of Property, Plant and Equipment sourced (%)	Amount (in ₹ million)	Percentage of Total Value of Property, Plant and Equipment sourced (%)	Amount (in ₹ million)	Percentage of Total Value of Property, Plant and Equipment sourced (%)
Singapore	87.02	11.30	56.28	9.73	50.23	11.81	22.31	10.42
Hong Kong	69.12	8.98	88.31	15.26	46.27	10.88	3.20	1.49
United States	23.97	3.11	8.90	1.54	13.89	3.27	14.24	6.65
Germany	15.82	2.05	1.96	0.34	17.14	4.03	2.03	0.95
Italy	9.97	1.30	-	-	2.16	0.51	-	-
Switzerland	8.36	1.09	-	-	-	-	4.85	2.26
South Korea	7.29	0.95	-	-	1.60	0.38	1.07	0.50
Taiwan	1.84	0.24	-	-	-	-	6.04	2.82
Malaysia	0.26	0.03	-	-	-	-	-	-
China	0.17	0.02	-	-	-	-	0.23	0.11
Israel	-	-	-	-	45.76	10.76	-	-
France	-	-	-	-	1.92	0.45	-	-
Sweden	-	-	-	-	0.30	0.07	-	-
Denmark	-	-	-	-	0.05	0.01	-	-
Japan	-	-	-	-	-	-	10.85	5.07
Lithuania	-	-	-	-	-	-	0.25	0.12
Total	**223.82**	**29.07**	**155.45**	**26.87**	**179.32**	**42.17**	**65.07**	**30.39**

If we are unable to source machinery, obtain vital parts, or maintain operational continuity, we may face production delays, miss customer delivery deadlines, and suffer reputational damage or loss of business. Our reliance on imported machinery is interconnected with other principal risks, including supply chain disruptions, foreign exchange volatility, and regulatory changes. Collectively, these risks may adversely and materially affect our operating capabilities, financial condition, results of operations, and ability to fulfil customer expectations.

While we have not experienced any significant disruptions arising from our reliance on imported machinery during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023, we cannot assure you that such risks will not materialise in the future. Any such event could adversely impact our business, financial condition, and results of operations.

49. Our insurance coverage may not be adequate, or we may incur uninsured losses or losses in excess of our insurance coverage which may impact on our financial condition, cash flows and results of operations.

Our insurance policies, amongst others, include marine export import insurance; fire, burglary, electrical equipment and machinery breakdown insurance; fire loss of profit; product liability insurance; plate glass cover; commercial general liability policy, including product recall cover; manufacturing errors and omission liability cover; keyman insurance; directors and officers (D&O) insurance, including excess cover; and cyber defence and commercial crime insurance.

Notwithstanding the insurance coverage that we carry, we may not be fully insured against business risks. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected.

The table below sets forth details of our insurance coverage on our total insured assets, as at the dates indicated:

Particulars	As at December 31, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Total tangible assets[(1)] (in ₹ million)	3,113.03	2,539.93	2,034.18	1,541.57
Total insurance coverage (in ₹ million)	4,631.35	3,834.75	2,931.65	2,310.69
Insurance coverage as a percentage of total tangible assets (%)	148.77%	150.98%	144.12%	149.89%

Note:
(1) *Excludes intangible assets, intangible assets under development, right of use assets, financial assets, tax assets and other assets.*

As at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023, all of our inventory was completely insured. To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered 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 performance and cash flows could be adversely affected. For further information on our insurance arrangements, see "*Our Business – Insurance*" on page 270.

The table below sets forth details of the total insurance claims filed by us for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Period / Fiscal	Claims made by our Company (in ₹ million)	Settlement amount (in ₹ million)
Nine months ended December 31, 2025	-	-
Fiscal 2025	-	-
Fiscal 2024	-	-
Fiscal 2023	4.18	3.90

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, or 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, but we cannot assure you that such renewals will be granted in a timely manner, at an acceptable cost, or at all. To the extent that we suffer loss or damage, for which we have not obtained or maintained insurance, or which is not covered by insurance, which 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, cash flows and financial performance could be adversely affected.

50. ***We generated 8.64%, 5.65%, 2.37% and 4.05% of our revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023 from sales made to the United States. Tariffs imposed by the United States on Indian goods, including generators and controllers sold by us, may significantly increase the cost of our exports to the United States and reduce our competitiveness and profit margins, and there is uncertainty regarding the implementation and impact of the proposed U.S.-India interim trade agreement.***

On August 7, 2025, the United States implemented a 25% tariff on Indian goods, including our generators and controllers, with an additional 25% levy effective from August 27, 2025, bringing the total tariff rate to 50%. On February 6, 2026, the United States and India announced a framework for an interim agreement under which the United States would apply a reduced reciprocal tariff rate of 18% on certain originating goods of India, including machinery. However, the Interim Agreement has not yet been finalized or implemented, and there is no certainty regarding whether our products will qualify for the reduced tariff rate or the timeline for implementation. Until then, the existing 50% tariff rate continues to apply to our exports to the United States, which may reduce demand for our products and compress our profit margins.

The table below sets forth our export sales made to jurisdictions outside India as a percentage of revenue from operations for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
United States (A) (₹ million)	665.52	372.29	125.71	171.27
Europe (B) (₹ million)	25.05	76	176.5	66.94
Rest of the world (C) (₹ million)	18.67	6.07	0.9	1.19
Outside India (₹ million) (D=A+B+C)	709.24	454.36	303.11	239.40
Revenue from operations (₹ million) (E)	7,706.65	6,583.63	5,306.53	4,230.28
Revenue from United States as a percentage of revenue from operations (%) (F=A/E)	8.64	5.65	2.37	4.05

While there have been no material instances of unanticipated regulatory actions, additional costs, or disruptions relating to our exports during the nine months ended December 31, 2025, or Fiscals 2025, 2024, and 2023, we face significant uncertainty in these markets. Any economic slowdown, or tightening of regulations in our export markets, could adversely affect our export revenues and overall performance. If we are unable to effectively manage these risks or maintain stable relationships with key customers, our business, financial condition, operating results, and growth prospects could be materially and adversely affected.

51. ***Failures in internal control systems could cause operational errors which may have an adverse impact on our profitability.***

We are responsible with establishing and maintaining internal control systems that align with the size and complexity of our business operations. These systems are built around policies and procedures aimed at managing our operations effectively, protecting company assets, making efficient use of resources, ensuring accurate and reliable financial reporting, and complying with applicable regulations. To strengthen these controls, we conduct regular reviews and tests across all functional and business areas.

Despite these efforts, there is a possibility of operational risks arising from gaps or failures in our internal processes and systems. While we rely on comprehensive measures, these controls may not always be effective in preventing or addressing every issue. Given the scale of our operations, errors or irregularities may go undetected, or could occur repeatedly, potentially leading to compounded effects before detection and resolution. Additionally, while our management information systems and monitoring procedures aim to identify irregularities and ensure compliance, they may not capture every instance of non-compliance or questionable activity. This could leave us vulnerable to unforeseen operational risks.

While there have been no instances of internal control failures during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023, we cannot assure you that going forward, we will be able to identify every instance of non-compliance, which could adversely affect our business, results of operations and financial condition. Furthermore, if internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness.

52. ***Our business may be adversely affected by work stoppages, increased wage demands by our employees, or an increase in minimum wages across various states, and if we are unable to engage new employees at commercially attractive terms.***

We are dependent on our employees for a significant portion of our operations, in particular, manufacturing operations. Furthermore, as our team size expands to support multiple development and manufacturing activities, our overall employee-related expenses including salaries, benefits, and training are likely to increase. These rising costs may compress margins or affect profitability if not managed alongside growth. We also appoint independent contractors who in turn engage on-site contract labor for the performance of our ancillary operations. None of our employees are unionized. However, in the event that our employees seek to unionize, it may become difficult for us to maintain flexible labour policies, which may increase our costs and adversely affect our business.

The table below sets forth details of our on-roll employees and contractual labours as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
On-Roll Employees	496	458	364	297
Contractual Labour	1,359	890	644	623

Although we do not engage these laborers directly, it is possible under Indian law that we may be held responsible for wage payments to laborers engaged by contractors should the contractors' default on wage payments. Any requirement to fund such payments and resultant disruption of manufacturing or business operations may adversely affect our business, financial conditions, cash flows and results of operations. In addition, any changes in government regulation governing employee benefits, such as provident fund contributions, leave entitlements, gratuity, or other statutory obligations, could result in higher compliance costs and increased expenses for the company. We also incur significant training costs to upskill new and existing personnel, which may rise as we grow or as the regulatory or technical landscape evolves.

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 during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023, where we experienced work stoppages due to strikes or labor unrest that resulted in closure of our operations, there is no assurance that we may not experience any such events in the future.

53. ***Our Company is or may be involved in legal proceedings and any adverse outcomes in such proceedings may have a material adverse effect on our reputation, business, results of operations, cash flows and financial condition.***

In the ordinary course of business, our Company is or may be involved in legal proceedings, which are pending at varying levels of adjudication at different fora. While these proceedings are pending at various stages of adjudication before various fora, there can be no assurance that such proceedings will be resolved in our favour. We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings and any adverse findings by the courts or other adjudicative fora may have an adverse effect on our business, reputation, standing in the marketplace, results of operations, financial condition and cash flows.

There can also be no assurance that we will be able to recover any losses incurred from third parties. Even if we are successful in defending such cases, we may be subject to legal and other costs incurred pursuant to defending such litigation, and such costs may be substantial and not recoverable. Our losses relating to litigation or arbitration may also not be covered by insurance and our provisioning for such proceedings may not be sufficient to cover the costs we incur as a result of such proceedings, any of which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

A summary of the nature and number of outstanding litigation as on the date of this Red Herring Prospectus, as further detailed in "*Outstanding Litigation and Material Developments*" beginning on page 461, involving our Company, Directors, Promoters, Key Managerial Personnel and Senior Management Personnel, as applicable, along with the amount involved, to the extent quantifiable, has been set out below:

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five years	Material civil litigations	Aggregate amount involved# (₹ in million)*
Company						
By our Company	Nil	NA	NA	NA	Nil	Nil
Against our Company	Nil	4^	NA	NA	Nil	34.55
Directors						
By the Directors	Nil	Nil	NA	NA	Nil	Nil
Against the Directors	Nil	Nil	NA	NA	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	NA	NA	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Key Managerial Personnel						
By the KMP	Nil	NA	NA	NA	NA	Nil
Against the KMP	Nil	NA	Nil	NA	NA	Nil
Senior Management Personnel						
By the Senior Management	Nil	NA	NA	NA	Nil	Nil
Against the Senior Management Personnel	Nil	NA	Nil	NA	NA	Nil

Determined in accordance with the Materiality Policy.

* *To the extent quantifiable.*

^ *Our Company has already paid the amount under litigation; however, since our Company has not received a closure order against the case, the same has been included in the table above.*

For further details, see "*Outstanding Litigation and Material Developments*" beginning on page 461. We cannot assure you that any of these proceedings will be decided in favour of our Company, and Senior Management Personnel, or that no further liability will arise out of these proceedings.

54. Transitional risks associated with our new manufacturing facilities could adversely impact our operations, sales, and financial condition.

We have recently transferred certain existing machinery from MF1 to a new facility, i.e., Manufacturing Facility 4 ("**MF4**"), Chakan, Pune, Maharashtra, where line set-up is currently in process. In addition, we are currently constructing Manufacturing Facility 3 ("**MF3**"), also located in Chakan, Pune, Maharashtra, India. Furthermore, our Company has applied for and received an allotment order dated February 11, 2026 from State Industries Promotion Corporation of Tamil Nadu Limited ("**SIPCOT**"), which our Company has accepted pursuant to a letter dated February 17, 2026, for 13.45 acres of land on lease in Shoolagiri Industrial Park, SIPCOT Industrial Complex, Hosur, Tamil Nadu, for setting up an industrial unit for the manufacture of controllers/ECUs, electric motors and associated peripheral electricals and mechanicals. The lease deed is yet to be executed and possession of the plot is yet to be obtained.

The commissioning and ramp-up of new facilities can present a range of transitional risks, including delays in construction or in reaching full commercial operations, technical or operational challenges during the initial ramp-up phase, and temporary inefficiencies that may affect production stability and increase operating costs. As we transition and potentially consolidate aspects of our operations from existing Pune Facilities to new ones, particularly upon MF3's commencement, we may encounter disruptions or delays which could hinder our ability to meet customer demand in the short term. Similarly, the development of the proposed Hosur facility is subject to successful completion of legal and technical due diligence, execution of the lease deed, timely payment of lease premium, obtaining necessary statutory approvals and environmental clearances, and adherence to implementation timelines specified in the allotment order. Any delays in these processes, cost overruns, or failure to meet the conditions of the allotment order could result in forfeiture of amounts paid or cancellation of the allotment.

Furthermore, costs relating to the completion, commissioning, and stabilisation of MF3 and MF4, as well as the phased discontinuation or consolidation of older facilities, may temporarily impact on our financial performance. The capital expenditure requirements for the proposed Hosur facility will also place additional demands on our financial resources. If operational challenges persist or if anticipated efficiencies and cost savings are not realised as planned, our business, financial condition, and results of operations could be adversely affected.

We cannot assure you that the new facilities will achieve targeted production capacities or efficiency levels on schedule, or that the transition will not pose unforeseen operational or financial challenges.

55. Replacement of ageing equipment and its impact on our depreciation expense may adversely affect our financial results.

As our manufacturing equipment ages and approaches the end of its useful life, we may be required to undertake significant capital investments to replace or upgrade such assets to maintain efficient operations. When we acquire and capitalise new equipment, the resulting increase in our asset base typically leads to higher depreciation expenses being recorded in our financial statements.

The table below sets forth our depreciation and amortization expense for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Depreciation and amortization expense (₹ million)	455.82	453.39	358.63	301.89
Total expenses (₹ million)	6,670.36	5,948.37	5,270.83	4,218.59
Depreciation and amortization expense as a percentage of total expenses (%)	6.83	7.62	6.80	7.16

A higher depreciation burden, particularly if multiple major assets are replaced within a short period, could reduce our reported profitability even where overall operational efficiency is improved. This may negatively impact key financial metrics and ratios used by investors, analysts and lenders to assess our financial performance. If future capital expenditure requirements and associated depreciation are not effectively managed, our business, financial condition, and results of operations could be materially and adversely affected.

56. Sub-optimal manufacturing processes could result in lower yields, higher costs, and adversely affect our profitability and competitiveness.

Our ability to achieve and sustain target profitability margins and meet customer expectations depends heavily on the efficiency, reliability, and continuous optimisation of our manufacturing processes. As we expand production capacity, we face ongoing operational and technical challenges to maintain high process yields and minimize wastage.

Any sub-optimality in our manufacturing operations, such as process inefficiencies, variations in raw material quality, equipment breakdowns, or delays in process automation or upgrades, could lead to reduced production yields, elevated material or labour consumption, and increased incidence of defects or rework. These factors could increase our production costs, erode operating margins, and constrain our ability to price competitively, particularly for orders with tight tolerances or demanding delivery schedules. In periods of supply chain disruption or raw material volatility, process inefficiency may exacerbate cost pressures and impact our responsiveness to customer needs.

Persistent or recurring process inefficiencies may undermine our operational performance and financial results and could potentially impact our reputation with anchor customers who value reliable supply and consistent quality. In addition, failure to identify, assess, and implement timely process improvements whether due to resource constraints, technology adoption challenges, or skills shortages may inhibit our ability to capitalize on cost savings, scale efficiently, or maintain a resilient competitive position as industry standards evolve.

While we have not experienced any instances of sub-optimal manufacturing process which impacted our yield during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023, we cannot assure you that we will not face such instances as we expand our operations. Consequently, any inability to optimize or upgrade our manufacturing processes could have a direct and material adverse effect on our production efficiency, profitability, market position, and long-term growth prospects.

57. Our ability to access capital at attractive costs depends on our credit ratings. Non-availability of credit ratings or a poor rating may restrict our access to capital and thereby adversely affect our business, financial conditions, cash flows and results of operations.

The cost and availability of capital depend on our credit ratings. The table below sets for the details of last three credit ratings received by our Company:

Rating Agency	Instruments	Rating / Outlook	Rating Action	Date of the Rating Letter
ICRA	Long Term / Short Term- Fund based / non-fund-based Working Capital Facilities	[ICRA]A-(Stable) / [ICRA]A2+; upgraded from [ICRA]BBB+(Stable) / [ICRA]A2	Upgraded	June 20, 2025
	Long Term- Fund based- Term Loans	[ICRA]A-(Stable); upgraded from [ICRA]BBB+(Stable)	Upgraded	

Rating Agency	Instruments	Rating / Outlook	Rating Action	Date of the Rating Letter
India Rating and Research	Fund-based working capital limits	IND A-/Stable/IND A1	Upgraded	June 27, 2025
	Term loan	Ind A-/Stable	Upgraded	
	Term loan	Ind A-/Stable	Upgraded	
ICRA	Long Term / Short Term- Fund based / non-fund-based Working Capital Facilities	[ICRA]BBB+(Stable) / [ICRA]A2	Assigned	April 3, 2024
	Long Term- Fund based- Term Loans	[ICRA]BBB+(Stable)	Assigned	
	Long Term / Short Term: Unallocated Limits	[ICRA]BBB+(Stable) / [ICRA]A2	Assigned	
India Rating and Research	Fund-based working capital limits	IND BBB+/Positive/IND A2+	Upgraded	July 30, 2024
	Term loan	IND BBB+/Positive	Upgraded	
	Fund-based working capital limits Term loan	IND BBB+/Positive/IND A2+	Assigned	
	Term loan	IND BBB+/Positive	Assigned	
India Rating and Research	Fund-based working capital limits	IND BBB/Positive/IND A2	Outlook revised to Positive from Stable; Affirmed	June 8, 2023
	Term loan	IND BBB/Positive	Outlook revised to Positive from Stable; Affirmed	

Credit ratings reflect the rating agency's opinion on factors such as our management quality, our scale and operational growth, margin performance, medium-term revenue visibility, and operating cycle. Any downgrade caused by repayment delays or similar adverse developments can result in higher future finance costs. While we have not encountered any downgrades in our credit ratings recently, including during the nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023, any downgrade, non-receipt, or unfavorable credit ratings could increase our borrowing costs. This may also grant our lenders the right to review the facilities provided under our financing arrangements and negatively impact our access to capital and debt markets. Such outcomes could adversely affect our interest margins, business operations, financial condition, and cash flows.

58. Our Promoters, certain of our Directors, Key Managerial Personnel and Senior Management Personnel may have interests other than reimbursement of expenses incurred and normal remuneration or benefits.

Our Promoter, certain of our Directors, Key Managerial Personnel and Senior Management Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses and such interests are to the extent of their employee stock options performance-based incentives, and shareholding in our Company. For payments that are made by our Company to related parties including remuneration to our Directors and our Key Managerial Personnel and Senior Management Personnel, see "*Summary of the Offer Document– Summary of related party transactions*" and "*Capital Structure*" on page 21 and 96, respectively.

59. Certain of our existing and future Shareholders together may be able to exert significant influence 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.

Following the completion of this Offer, certain Shareholders may continue to hold more than 10.00% of our post-Offer Equity Share capital. Such shareholdings could limit prospective investors' ability to influence corporate matters requiring shareholder approval especially the resolutions which are required to be approved by way of special resolutions by the Shareholders under the provisions of the Companies Act. Any consequent delay or non-receipt of shareholder approval for such matters could adversely affect our business. For further details on our shareholding pattern, see "*Capital Structure – Notes to the Capital Structure - Shareholding pattern of our Company*" beginning on page 120.

60. Our Company has not paid and may not be able to pay dividends in the future.

Our Company has not paid any dividends during nine months ended December 31, 2025, or Fiscals 2025, 2024 and 2023 and from January 1, 2026, until the filing of this Red Herring Prospectus. Any dividends to be declared and paid in the future are required to be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend on several internal and external factors, which, *inter alia,* include (i) profits earned by our Company, (ii) present and future capital requirements, (iii) overall financial position of our Company, and (iv) uncertainty in economic conditions. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of Equity Shares. There is no guarantee that the Equity Shares will appreciate in value. For details pertaining to our dividend policy, see "*Dividend Policy*" beginning on page 310.

61. We have issued Equity Shares during the preceding twelve months at a price which may be below the Offer Price.

We have, in the last 12 months prior to filing this Red Herring Prospectus, issued Equity Shares at a price that could be lower than the Offer Price. For further details, see "*Capital Structure – Notes to Capital Structure –Issue of Specified Securities at a price lower than the Offer Price in the last one year*" beginning on page 119.

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

The Offer is an Offer for Sale. The Selling Shareholders shall be entitled to the net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Selling Shareholders, and our Company will not receive any proceeds from the Offer for Sale and will not benefit financially from the proceeds of the Equity Shares sold by the Selling Shareholders in the Offer. For details, see "*Objects of the Offer*" beginning on page 140.

63. This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL Intelligence, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to inherent risks.

We have used the report titled "*Industry assessment for control technologies used in automotive, generator and power tools industry*" dated February 2026 by CRISIL Intelligence appointed on April 22, 2025, read with addendum letter dated February 16, 2026 ("**CRISIL Report**"), for purposes of inclusion of such information in this Red Herring Prospectus, and exclusively commissioned by our Company for purposes of inclusion of such information in the Offer documents at an agreed fees to be paid by our Company. The CRISIL Report is available on the website of our Company at https://www.sedemac.com/investors/other-information/ipo-offer-documents/industry-reports. Our Company, our Promoters, our Directors, Key Managerial Personnel and Senior Management Personnel are not related to CRISIL Intelligence as a consequence of this engagement.

Furthermore, the CRISIL Report is a paid report and is subject to various limitations and based upon certain estimates, projections, forecasts and assumptions that are subjective in nature and may prove to be incorrect. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect and may include numbers relating to our Company and peer group companies that differ from those we or such peer group companies record internally. In addition, statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Red Herring Prospectus. There are no parts, data or information (which may be relevant for the Offer), that have been left out or changed in any manner. Accordingly, investors should read the industry-related disclosure in this Red Herring Prospectus in this context.

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

Certain Non-GAAP financial measures namely EBIT, EBITDA, EBITDA Margin (%), Profit for the period/year margin(%), Tangible net worth, Total Debt, Capital Employed, RoCE(%), RoE (%), Debt-Equity Ratio, Net worth, RoNW(%) and Net Asset Value ("**NAV**") per Equity Share, (collectively, "**Non-GAAP Measures**") and certain other industry measures relating to our operations and financial performance have been included in this Red Herring Prospectus. We compute and disclose such Non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of the industry in which we operate, many of which provide such Non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Red Herring Prospectus.

These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies.

65. Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar and may consider them material to their assessment of our financial condition.

Our Restated Financial Information for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023, have been prepared and presented in conformity with Ind AS. 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 with in other countries. If our financial statements 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 on the financial disclosures presented in this Red Herring Prospectus should be limited accordingly.

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

Our revenue from operations and EBITDA for Fiscal 2025 was ₹ 6,583.63 million and ₹ 1,250.68 million, respectively, and our market capitalization to revenue from operations (Fiscal 2025) multiple is [●] times and our enterprise-value-to-EBITDA ratio (based on Fiscal 2025 profit for the year) is [●] at the upper end of the price band. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in the section "*Basis for Offer Price*" on page 143 and the Offer Price, multiples and ratios may not be indicative of the market price of our Company on listing or thereafter.

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

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

EXTERNAL RISKS

67. Exchange rate fluctuations may adversely affect our business, financial conditions, cash flows and results of operations.

Our financial statements are presented in Indian Rupees. However, our revenue is influenced by the currencies that we export in as well as by currencies of countries where we operate. Our foreign currency exposures, exchange rate fluctuations between the Indian Rupee and foreign currencies, especially the US$, Euro and CHF, may have a material impact on our results of operations, cash flows and financial condition. The table below sets forth details of our foreign currency exposures as a percentage of revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	**Nine months ended December 31, 2025**		**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	Amount (in ₹ million)	**Percentage of Revenue from operations (%)**	**Amount (in ₹ million)**	**Percentage of Revenue from operations (%)**	**Amount (in ₹ million)**	**Percentage of Revenue from operations (%)**	**Amount (in ₹ million)**	**Percentage of Revenue from operations (%)**
Foreign currency receivables	145.50	1.89	102.74	1.56	67.35	1.27	11.63	0.27
Foreign currency payables	(861.50)	(11.18)	375.54	5.70	380.54	7.17	416.32	9.84
Total foreign currency exposures	(716.00)	(9.29)	(272.80)	(4.14)	(313.19)	(5.90)	(404.69)	(9.57)

We generally assess our foreign exchange risks on a case-to-case basis. While we hedge most of our foreign currency exchange risk, however, a portion of our foreign current exposures are unhedged.

The table below provides details of unhedged foreign currency exposures as at the dates indicated:

Particulars	As at December 31, 2025 (in ₹ million)	As at March 31, 2025 (in ₹ million)	As at March 31, 2024 (in ₹ million)	As at March 31, 2023 (in ₹ million)
Trade Receivables				
- USD	145.50	79.21	42.72	3.21
- EUR	-	23.53	24.63	8.42
Trade Payable				
- USD	859.93	375.53	380.32	410.92
- CHF	-	-	-	-
- EUR	1.57	0.01	0.22	5.40

We cannot assure you that our measures will adequately protect our business operations, financial conditions, results of operations and cash flows from the full effects of exchange rate fluctuations.

The table below sets forth details of our foreign exchange fluctuation gain. and foreign exchange fluctuation loss and gain/(loss) foreign exchange variation (net) as a percentage of our revenue from operations for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Revenue from operations (%)	Amount (in ₹ million)	Percentage of Revenue from operations (%)	Amount (in ₹ million)	Percentage of Revenue from operations (%)	Amount (in ₹ million)	Percentage of Revenue from operations (%)
Foreign exchange fluctuation gain (₹ million)	70.57	0.92	34.11	0.52	42.50	0.80	39.21	0.93
Foreign exchange fluctuation loss (₹ million)	83.92	1.09	26.39	0.40	15.67	0.30	60.90	1.44
Gain/(loss) on Foreign Exchange Variation (net) (₹ million)	(13.35)	(0.17)	7.72	0.12	26.83	0.51	(21.69)	(0.51)

Failure to hedge effectively against exchange rate fluctuations may adversely affect our business operations, financial conditions, results of operations and cash flows. Whilst there has not been any instance during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, wherein failure of hedging foreign exchange risks had a material impact on the financials of our Company, there is no assurance that such instance will not arise in the future.

68. Natural disasters, fires, epidemics, pandemics, acts of war, civil unrest and other events could materially and adversely affect our business.

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

We are dependent on domestic, regional and global economic and market conditions. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

69. Changing laws, rules and regulations in India and legal uncertainties including any adverse application of corporate and tax laws, may adversely affect our business, cash flows, prospects and results of operations.

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

Furthermore, the GoI introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations (collectively, the "**Labour Codes**") which have been made effective from November 21, 2025. While the rules for implementation under these codes have not been finalized, 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. While we are yet to determine the impact of such laws on our business and operations, the implementation of such laws has the ability to increase our labour costs, thereby adversely impacting our business, financial condition, results of operations, and cash flows.

In addition, the Government of India has introduced The Bharatiya Nyaya (Second) Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023 and Bharatiya Sakshya Adhiniyam, 2023, which have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively. The Government has deferred the effective date of implementation of the respective Labor Codes, which shall come into force from such dates as may be notified. While the rules for implementation under these codes have not been finalized, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our business and profitability.

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

70. Any adverse application or interpretation of competition laws could adversely affect our business and cash flows.

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition ("**AAEC**") in certain markets in India and has mandated the Competition Commission of India (the "**CCI**") to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an AAEC is deemed 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 customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Further, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

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

The GoI has also passed the Competition (Amendment) Act, 2023, which has proposed several amendments to the Competition Act, such as introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination", expedited merger review timelines, codification of the lowest standard of "control" and enhanced penalties for providing false information or a failure to provide material information.

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

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

Our Company is incorporated under the laws of India. All of our Company's assets are located in India and majority of our Company's Directors, Key Managerial Personnel and Senior Management Personnel are residents of India. As a result, you may be unable to:

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

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Civil Procedure Code, 1908 ("**Civil Code**"). India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The United Kingdom, Singapore, United Arab Emirates, and Hong Kong have been declared by the GoI to be reciprocating territories for purposes of Section 44A of the Civil Code. Section 44A of the Civil Code provides that where a foreign judgement has been rendered by a superior court, within the meaning of such section, in any country or territory outside of India which the GoI has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgement had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties. A judgement of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgement under Section 13 of the Civil Code, and not by proceedings in execution. Under the Civil Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgement, presume that the judgement was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the Civil Code, such presumption may be displaced by proving that the court did not have jurisdiction. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties.

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

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

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

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

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

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

Factors that may adversely affect the Indian economy and hence our results of operations and cash flows, may include the macroeconomic climate, including any increase in Indian interest rates or inflation; exchange rate fluctuations; scarcity of credit or other financing in India; prevailing income conditions among Indian consumers and Indian companies; epidemics, pandemics or any other public health crisis in India or in countries in the region or globally; volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies; political instability, terrorism or military conflict in India or in countries in the region or globally; occurrence of natural or man-made disasters; other significant regulatory or economic developments in or affecting India or its consumption sector; international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws; protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements; logistical and communications challenges; downgrading of India's sovereign debt rating by rating agencies; changes in political environment on account of upcoming elections; difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis; and being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of our Equity Shares.

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to various factors. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. These developments, or the perception that any related developments could occur, have had and may continue to have a material adverse effect on global economic conditions and financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares.

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

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

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

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 143 and may not be indicative of the market price for the Equity Shares after the Offer.

The market price of the Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure you that the investors will be able to resell their Equity Shares at or above the Offer Price resulting in a loss of all or part of the investment. The relevant financial parameters based on which the Price Band would be determined shall be disclosed in the advertisement to be issued for publication of the Price Band. For further details, see "*Basis for Offer Price*" beginning on page 143.

Furthermore, there can be no assurance that our key performance indicators ("**KPIs**") shall become higher than our listed comparable industry peers 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 the Equity Shares. 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 Red Herring Prospectus.

The disposal of Equity Shares by our Promoters or any of our Company's other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares. We cannot assure you that our Promoters and other major shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Furthermore, we cannot assure you that the disposal of the Equity Shares in the future, if any, by our Promoters or other major shareholders will not be at a price higher than the Offer Price.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the Book Running Lead Managers*" on page 480. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance, results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

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

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

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

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the 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, limiting trading frequency or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

78. Rights of shareholders of companies under Indian law may be different from those under the laws of other jurisdictions.

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

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

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

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

In terms of the Finance Act (No. 2), 2024, taxes payable by investors on long-term capital gains arising from transfer taking place on or after July 23, 2024, shall be calculated at the rate of 12.5% (plus applicable surcharge and cess), where the long-term capital gains exceed ₹125,000.0, subject to payment of STT. Where such shares are sold on which no STT has been paid, such gains will be taxable at the rate of 12.5% (plus applicable surcharge and cess) without giving the benefit of threshold of ₹125,000. Short-term capital gains arising from transfer taking place on or after July 23, 2024, would be subject to tax at the rate of 20.0% (plus applicable surcharge and cess), subject to payment of STT. Otherwise, such gains will be taxed at the applicable rates. Similarly, any business income realised from the transfer of listed equity shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

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

Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non- resident shareholder for the purposes of deducting tax at source. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Additionally, the Government of India announced the Union Budget for the Fiscal 2027 on February 1, 2026. Following this, the Finance Bill 2026 was introduced, which proposes to introduce certain changes including in respect of reduction of rate of minimum alternate tax, shifting from old to new regime for minimum alternate tax, reduction of rates of tax collected at source and taxation of consideration received on buy-back of shares as capital gains We are yet to determine the impact of all or some such laws on our business and operations, which may restrict our ability to grow our business in the future.

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

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

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

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

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

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

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

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

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

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

Subject to requisite approvals, the Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the

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

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

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

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

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

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. Furthermore, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

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

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

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

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

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

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

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

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of this Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of SEBI Takeover Regulations.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

Offer of Equity Shares of face value of ₹10 each by way of Offer for Sale by the Selling Shareholders#(1)(2)	Up to 8,043,300 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
Including:	
Employee Reservation Portion(3)	Up to [●] Equity Shares of face value of ₹10 each, aggregating to ₹ 10.00 million
Accordingly	
Net Offer	Up to [●] Equity Shares of face value of ₹10 each, aggregating to ₹ [●] million
The Net Offer comprises of:	
A) QIB Portion(4)(5)	Not more than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
of which:	
Anchor Investor Portion(4)	Up to [●] Equity Shares of face value of ₹10 each
of which	
(i) Available for allocation to Mutual Funds only (33.33% of the Anchor Investor Portion)	Up to [●] Equity Shares of face value of ₹10 each
(ii) Available for allocation to Life Insurance Companies and Pension Funds only (6.67% of the Anchor Investor Portion)	Up to [●] Equity Shares of face value of ₹10 each
(iii) Balance Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹10 each
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹10 each
of which:	
(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)(5)	[●] Equity Shares of face value of ₹10 each
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹10 each
B) Non-Institutional Portion(4) (7) (8)	Not less than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000	[●] Equity Shares of face value of ₹10 each
Two-thirds of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1,000,000	[●] Equity Shares of face value of ₹10 each
C) Retail Portion(7)	Not less than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Red Herring Prospectus)	44,161,500 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Offer	44,161,500 Equity Shares of face value of ₹10 each
Use of Net Proceeds of the Offer	Our Company will not receive any proceeds from the Offer for Sale.

\# *Subject to finalization of basis of allotment.*

(1) *The Offer has been authorized by a resolution of our Board of Directors at their meeting held on November 3, 2025. Further, our Board has taken on record the consent letters for each of the Selling Shareholders to, severally and not jointly, participate in the Offer for Sale, pursuant to a resolution passed at its meeting held on November 3, 2025.*

(2) *Each of the Selling Shareholders, severally and not jointly, specifically confirms that they are in compliance with Regulation 8 of the SEBI ICDR Regulations, to the extent applicable to such Selling Shareholders at the time of filing of the Draft Red Herring Prospectus. Each of the Selling Shareholders has, severally and not jointly approved their participation in the Offer for Sale in relation to its respective portion of the Offered Shares as set out below:*

Name of the Selling Shareholder	***Aggregate proceeds from Offer for Sale***	***Maximum number of Offered Shares***	***Date of board resolution/ authorization***	***Date of consent letter***
Promoter Selling Shareholder				
Manish Sharma	*Up to ₹[●] million*	*Up to 45,000 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Promoter Group Selling Shareholder				
Ashwini Amit Dixit	*Up to ₹[●] million*	*Up to 67,500 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Investor Selling Shareholders				
A91 Emerging Fund II LLP	*Up to ₹[●] million*	*Up to 2,410,650 Equity Shares of face value of ₹10 each*	*October 30, 2025*	*November 3, 2025*

Name of the Selling Shareholder	*Aggregate proceeds from Offer for Sale*	*Maximum number of Offered Shares*	*Date of board resolution/ authorization*	*Date of consent letter*
NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	*Up to ₹[●] million*	*Up to 1,050,000 Equity Shares of face value of ₹10 each*	*September 10, 2025*	*November 3, 2025*
Xponentia Opportunities Fund II	*Up to ₹[●] million*	*Up to 1,043,550 Equity Shares of face value of ₹10 each*	*September 30, 2025*	*November 3, 2025*
Mace Private Limited	*Up to ₹[●] million*	*Up to 765,900 Equity Shares of face value of ₹10 each*	*September 10, 2025*	*November 3, 2025*
360 One Special Opportunities Fund – Series 8	*Up to ₹[●] million*	*Up to 680,850 Equity Shares of face value of ₹10 each*	*October 1, 2025*	*November 3, 2025*
360 One Monopolistic Market Intermediaries Fund	*Up to ₹[●] million*	*Up to 472,500 Equity Shares of face value of ₹10 each*	*October 1, 2025*	*November 3, 2025*
HDFC Life Insurance Company Limited	*Up to ₹[●] million*	*Up to 425,700 Equity Shares of face value of ₹10 each*	*June 20, 2023*	*November 3, 2025*
Xponentia Opportunities Limited	*Up to ₹[●] million*	*Up to 425,250 Equity Shares of face value of ₹10 each*	*October 13, 2025*	*November 3, 2025*
Society for Innovation and Entrepreneurship	*Up to ₹[●] million*	*Up to 204,000 Equity Shares of face value of ₹10 each*	*November 1, 2025*	*November 3, 2025*
Cyrus Jamshed Guzder	*Up to ₹[●] million*	*Up to 132,000 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Capri Global Holdings Private Limited	*Up to ₹[●] million*	*Up to 85,050 Equity Shares of face value of ₹10 each*	*October 1, 2025*	*November 3, 2025*
SVS Trust No IV	*Up to ₹[●] million*	*Up to 85,050 Equity Shares of face value of ₹10 each*	*October 3, 2025*	*November 3, 2025*
Venktesh Investment and Trading Company Private Limited	*Up to ₹[●] million*	*Up to 63,450 Equity Shares of face value of ₹10 each*	*September 26, 2025*	*November 3, 2025*
Himanshu Kantilal Sanghavi HUF	*Up to ₹[●] million*	*Up to 25,200 Equity Shares of face value of ₹10 each*	*October 10, 2025*	*November 3, 2025*
Devang Mehta	*Up to ₹[●] million*	*Up to 16,650 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Atul Hiralal Shah	*Up to ₹[●] million*	*Up to 12,600 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Bakul Hiralal Shah	*Up to ₹[●] million*	*Up to 12,600 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Devinjit Singh	*Up to ₹[●] million*	*Up to 6,750 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Perumal Ramamurthy Srinivasan	*Up to ₹[●] million*	*Up to 6,750 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Bhavya Kapoor	*Up to ₹[●] million*	*Up to 4,500 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*
Rahul Bahri	*Up to ₹[●] million*	*Up to 1,800 Equity Shares of face value of ₹10 each*	*NA*	*November 3, 2025*

(3) *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 ₹ 200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000), shall be added to the Net Offer. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up equity share capital. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Retail Portion in the Net Offer and such Bids will not be treated as multiple Bids. For further details, see "Offer Structure" beginning on page 494.*

(4) *Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in the section "Terms of the Offer" beginning on page 488.*

(5) *Our Company, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 40% shall be reserved for domestic Mutual Funds, Life Insurance Companies and Pension Funds, in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds and Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion reserved for Life Insurance Companies and Pension Funds, the balance Equity Shares shall be available for allocation to domestic Mutual Funds. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares of face value of ₹10 each, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 498. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.*

(6) *SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use the UPI Mechanism. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 and up to ₹500,000, 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.*

(7) *Allocation to Bidders in all categories except the Anchor Investor Portion, the Non-Institutional Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each RIB 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. For further details, see "Offer Procedure" beginning on page 498.*

(8) *The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non- Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.*

Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "*Offer Procedure*" and "*Offer Structure*" beginning on pages 498 and 494, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" beginning on page 488.

SUMMARY OF RESTATED FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Financial Information as at and for the nine months ended December 31, 2025, and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023. The summary of financial information presented below should be read in conjunction with the "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 311 and 429, respectively.

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SUMMARY OF RESTATED STATEMENT OF ASSETS AND LIABILITIES

(all amounts are in ₹ million)

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
ASSETS				
Non-current assets				
Property, plant and equipment	1,635.38	1,148.18	825.98	614.37
Capital work-in-progress	7.55	39.19	31.71	25.27
Other intangible assets	642.40	689.38	507.30	521.29
Intangible assets under development	675.30	493.18	586.63	413.04
Right-of-use assets	223.74	128.56	180.84	228.42
Financial assets				
(i) Other financial assets	51.48	60.45	42.24	41.27
Deferred tax asset (net)	-	135.48	210.99	179.60
Other tax assets (net)	31.60	12.58	1.41	3.99
Other non-current assets	132.56	59.54	33.10	70.97
Total non-current assets	**3400.01**	**2,766.54**	**2,420.20**	**2,098.22**
Current assets				
Inventories	1,470.10	1,352.56	1,176.49	901.93
Financial assets				
(i) Investments	40.16	193.88	-	-
(ii) Trade receivables	1,430.40	439.43	270.29	152.46
(iii) Cash and cash equivalents	91.30	25.36	35.11	32.15
(iv) Bank balances other than (iii) above	27.72	57.17	38.37	52.88
(v) Other financial assets	179.26	5.67	4.94	17.45
Other current assets	121.16	70.98	77.01	57.66
Total current assets	**3,360.10**	**2,145.05**	**1,602.21**	**1,214.53**
TOTAL ASSETS	**6,760.11**	**4,911.59**	**4,022.41**	**3,312.75**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	437.37	0.28	0.11	0.11
Other equity				
- Equity component of compulsory convertible preference shares	-	-	0.85	0.85
- Reserves and surplus	3,667.43	3,033.53	1,240.26	1,149.29
Total equity	**4,104.80**	**3,033.81**	**1,241.22**	**1,150.25**
Liabilities				
Non- current liabilities				
Financial liabilities				
(i) Borrowings	241.84	256.88	423.53	349.77
(ii) Lease liabilities	172.92	81.83	139.94	194.35
Provisions	44.29	36.06	46.24	37.26
Deferred tax liabilities (net)	53.92	-	-	-
Other non-current liabilities	49.10	19.35	20.87	6.70
Total non-current liabilities	**562.07**	**394.12**	**630.58**	**588.08**
Current liabilities				
Financial liabilities				
(i) Borrowings	227.08	239.30	1,082.65	746.30
(ii) Lease liabilities	68.26	65.52	54.42	47.14
(iii) Trade payables				
(A) Total outstanding dues of micro enterprises and small enterprises	83.47	29.22	28.80	20.68
(B) Total outstanding dues of creditors other than micro enterprise and small enterprise	1,343.28	828.60	738.53	644.20
(iv) Other financial liabilities	246.83	226.26	154.39	77.32
Other current liabilities	28.73	44.33	76.15	23.64
Provisions	95.59	50.43	15.67	15.14
Total current liabilities	**2,093.24**	**1,483.66**	**2,150.61**	**1,574.42**
Total liabilities	**2,655.31**	**1,877.78**	**2,781.19**	**2,162.50**
TOTAL EQUITY AND LIABILITIES	**6,760.11**	**4,911.59**	**4,022.41**	**3,312.75**

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

(all amounts are in ₹ million, unless otherwise stated)

Particulars	For the nine months ended December 31, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from operations	7,706.65	6,583.63	5,306.53	4,230.28
Other income	46.41	41.73	52.43	68.38
Total income	**7,753.06**	**6,625.36**	**5,358.96**	**4,298.66**
Expenses				
Cost of materials consumed	4,924.51	4,146.09	3,667.74	3,039.60
Changes in inventories of finished goods and work-in-progress	(182.40)	(39.56)	(37.59)	(6.31)
Employee benefits expense	661.90	614.29	427.65	324.89
Finance costs	72.19	120.30	384.48	160.44
Depreciation and amortization expense	455.82	453.39	358.63	301.89
Other expenses	738.34	653.86	469.92	398.08
Total expenses	**6,670.36**	**5,948.37**	**5,270.83**	**4,218.59**
Profit before tax	**1,082.70**	**676.99**	**88.13**	**80.07**
Tax expense				
Current tax	174.30	129.00	62.50	25.00
Deferred tax expense / (credit)	193.42	77.54	(33.15)	(30.66)
Total tax expense	**367.72**	**206.54**	**29.35**	**(5.66)**
Profit for the period/year	**714.98**	**470.45**	**58.78**	**85.73**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurements of defined benefit liability/(asset)	(11.50)	(6.98)	(4.33)	(2.67)
Income-tax related to above item	4.02	2.03	1.26	0.74
Other comprehensive expense for the period/year (net of tax)	(7.48)	**(4.95)**	**(3.07)**	**(1.93)**
Total comprehensive income for the period/year	**707.50**	**465.50**	**55.71**	**83.80**
Earnings per equity share (nominal value of share ₹ 10) (nine months ended earning per share not annualised)				
-Basic (₹)	16.59	10.93	1.45	2.12
-Diluted (₹)	16.35	10.82	1.39	2.04

SUMMARY OF RESTATED STATEMENT OF CASH FLOWS

(all amounts are in ₹ million)

Sr. No.	Particulars	For the nine months ended December 31, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
A	**Cash flow from operating activities**				
	Profit before tax	1,082.70	676.99	88.13	80.07
	Adjustments for:				
	Depreciation and amortization expenses	455.82	453.39	358.63	301.89
	Impairment of intangible assets	-	50.42	10.75	0.18
	(Gain)/Loss on sale of property, plant and equipment	(0.03)	1.25	3.28	0.15
	Interest income on bank deposits	(3.71)	(6.47)	(2.92)	(4.26)
	Interest income on security deposits	(2.71)	(2.41)	(1.49)	(1.81)
	Gain on sale of mutual funds	(16.40)	(3.24)	-	-
	Net unrealised gain on investments carried at fair value thorough profit or loss	0.12	(0.64)	-	-
	Fair value (gain) / loss on financial instruments	0.44	0.08	(0.40)	0.63
	Provision for expected credit losses	7.72	-	1.29	-
	Provision for obsolescence of inventories	19.22	-	-	-
	Provision no longer required	-	(0.88)	-	(4.21)
	Equity-settled share-based payments	9.09	10.36	16.16	25.68
	Unrealised exchange (gain) / loss (net)	11.43	(1.37)	1.97	-
	Government grant	(23.71)	(19.12)	(20.79)	(2.44)
	Finance costs	72.19	120.30	384.48	166.02
	Operating profit before working capital changes	**1,612.17**	**1,278.66**	**839.09**	**561.90**
	Working capital adjustments:				
	(Increase) / Decrease in trade receivables	(994.93)	(168.99)	(119.02)	13.50
	(Increase) / Decrease in inventories	(136.76)	(176.07)	(274.56)	8.77
	Decrease / (Increase) in other current assets	(50.18)	6.03	(19.35)	(17.92)
	Decrease / (Increase) in other financial assets	(135.78)	0.11	0.04	(27.24)
	Decrease / (Increase) in security deposits	(27.27)	(10.69)	(3.77)	(2.89)
	Decrease / (Increase) in other non-current assets	8.89	(22.42)	1.64	-
	Increase / (Decrease) in trade payables	553.19	92.57	100.38	226.78
	Increase/ (Decrease) in other current liabilities	(22.97)	(31.33)	49.28	22.57
	Increase / (Decrease) in provisions	40.29	17.10	4.72	3.80
	Increase / (Decrease) in other financial liabilities	17.87	64.33	88.96	(2.05)
	Cash generated from operations	**864.52**	**1,049.30**	**667.41**	**787.22**
	Income taxes paid (net)	(193.32)	(140.17)	(59.92)	(10.48)
	Net cash from operating activities	**671.20**	**909.13**	**607.49**	**776.74**
B	**Cash flow from investing activities**				
	Purchase of property, plant and equipment and intangible assets	(799.48)	(569.04)	(383.08)	(291.56)
	Sale proceeds from sale of property, plant and equipment	0.11	0.15	2.36	1.08
	Expenditure on internally generated intangible assets	(258.93)	(287.15)	(282.00)	(267.06)
	Interest received	3.31	6.43	3.57	9.87
	Proceeds from sale of mutual funds	3,215.00	1,750.00	-	-
	Investments in mutual funds	(3,045.00)	(1,940.00)	-	-
	Fixed deposits made during the period/ year	182.31	(1,797.38)	(13.22)	(19.81)
	Fixed deposits matured during the period/ year	(150.90)	1,776.81	26.32	58.97
	Government grant received	56.68	12.67	55.51	-
	Net cash (used in) / generated from investing activities	**(796.90)**	**(1,047.51)**	**(590.54)**	**(508.52)**
C	**Cash flow from financing activities**				
	Proceeds from issue of share capital	354.40	767.73	11.24	4.05
	Proceeds from long term borrowings	106.70	83.21	323.47	184.43
	Repayments of long term borrowings	(84.23)	(305.47)	(248.22)	(138.21)
	Proceeds from short term borrowings	105.14	51.35	79.60	26.22
	Repayments of short term borrowings	(154.70)	(289.90)	-	(168.05)
	Principal payments of lease liabilities	(60.85)	(55.61)	(47.13)	(40.58)
	Interest payments on lease liabilities	(14.73)	(14.72)	(18.81)	(22.63)
	Finance costs paid	(60.09)	(107.96)	(114.14)	(90.00)

(all amounts are in ₹ million)

Sr. No.	Particulars	For the nine months ended December 31, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
	Net cash generated from / (used in) financing activities	**191.64**	**128.63**	**(13.99)**	**(244.77)**
	Net (decrease) / increase in cash and cash equivalents (A+B+C)	**65.94**	**(9.75)**	**2.96**	**23.45**
	Cash and cash equivalents at the beginning of the period/year	25.36	35.11	32.15	8.70
	Cash and cash equivalents at the end of the period/year	**91.30**	**25.36**	**35.11**	**32.15**

GENERAL INFORMATION

Registered and Corporate Office of our Company

SEDEMAC Mechatronics Limited
Survey No. 270/1/A/2, Pallod Farms
Baner Road, Baner
Baner Gaon, Haveli
Pune 411 045 Maharashtra, India

Corporate Identity Number: U29253PN2007PLC246956

Company Registration Number: 246956

For details of our incorporation and changes to our registered office address, see "*History and Certain Corporate Matters*" beginning on page 280.

Address of the RoC

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

Registrar of Companies, Maharashtra at Pune
PCNTDA Green Building
Block A 1st and 2nd floor
Near Akurdi Railway Station
Akurdi, Pune 411 044
Maharashtra, India

Board of Directors of our Company

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

Name	Designation	DIN	Address
Poyni Bhatt	Chairperson and Independent Director	09052397	B – 193, Ananta, Hill Side, IIT Campus, Powai, Mumbai 400 076, Maharashtra, India
Prof. Shashikanth Suryanarayanan	Managing Director	01269904	Rua Antonio Da Costa N 33-24 QTA Anjos Setubal 2950 – 580, Portugal
Amit Arun Dixit	Joint Managing Director	01288169	D 704, Asha Residency, Cummins College, Karve Nagar, Pune – 411052, Maharashtra, India
Manish Sharma	Whole Time Director and Chief Operating Officer	01310490	A2/2 Harmony Society, Nagras Road, Aundh, Pune City, Pune 411 007, Maharashtra, India
Namakal S Parthasarathy	Independent Director	00146954	No. 36 4th Cross KED Layout, Geddahaili, Bangalore North, R.M.V. Extension II Stage, Bangalore 560 094, Karnataka, India
Udo Edgar Wolz	Non-Executive Director	11142797	Hahnhofstr. 28, Baden-Baden, D-76530, Germany

For brief profiles and further details of our Board, see "*Our Management*" beginning on page 285.

Company Secretary and Compliance Officer of our Company

Prasad Rajendra Chavan is the Company Secretary and Compliance Officer of our Company. His contact details are as set forth below:

Survey No. 270/1/A/2, Pallod Farms
Baner Road, Baner
Baner Gaon, Haveli
Pune 411 045
Maharashtra, India
Tel: +91 20 6715 7200
E-mail: cs@sedemac.com

Book Running Lead Managers

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: +91 22 6807 7100
Email: sml.ipo@icicisecurities.com
Investor Grievance ID: customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Tanya Tiwari/ Nikita Chirania
SEBI Registration Number: INM000011179

Avendus Capital Private Limited
Platina Building, 9th Floor 901
Plot No C-59 Bandra-Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India
Tel: +91 22 6648 0050
E-mail: sedemac.ipo@avendus.com
Investor Grievance ID:
investorgrievance@avendus.com
Website: http://www.avendus.com
Contact Person: Sarthak Sawa
SEBI Registration Number: INM000011021

Axis Capital Limited
Axis House, 1st Floor
Pandurang Budhkar Marg
Worli, Mumbai 400 025
Maharashtra, India
Tel: +91 22 4325 2183
Email: sedemac.ipo@axiscap.in
Investor Grievance ID: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact Person: Simran Gadh / Pratik Pednekar
SEBI Registration Number: INM000012029

Legal Counsel to our Company as to Indian Law

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 022 2496 4455
Contact Person: Anshul Roy
Email: ipo.cam@cyrilshroff.com

Registrar to the Offer

MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)
C-101, Embassy 247
L B S Marg, Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 810 811 4949
E-mail: sedemac.ipo@in.mpms.mufg.com
Website: www.in.mpms.mufg.com
Investor Grievance ID: sedemac.ipo@in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Statutory Auditor to our Company

B S R & Co. LLP, Chartered Accountants
8th floor, Business Plaza, Westin Hotel Campus
36/3-B Koregaon Park Annex, Mundhwa Road
Pune 411 001
Telephone: +91 (20) 6747 7000 (B)
E-mail: kalpesh@bsraffiliates.com
ICAI Firm's Registration Number: 101248W/W-100022
Peer Review Certificate Number: 019712

Changes in Auditors

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

Bankers to the Offer

Escrow Collection Bank

Kotak Mahindra Bank Limited
Intellion Square, 501, 5th Floor, A Wing
Infinity IT Park, Gen. A.K. Vaidya Marg
Malad – East, Mumbai 400 097
Tel: 022 – 6605 6603
E-mail: cmsipo@kotak.com
Website: www.kotak.com
Contact Person: Sumit Panchal
SEBI Registration Number: INBI00000927
CIN: L65110MH1985PLC038137

Refund Bank

Kotak Mahindra Bank Limited
Intellion Square, 501, 5th Floor, A Wing
Infinity IT Park, Gen. A.K. Vaidya Marg
Malad – East, Mumbai 400 097
Tel: 022 – 6605 6603
E-mail: cmsipo@kotak.com
Website: www.kotak.com
Contact Person: Sumit Panchal
SEBI Registration Number: INBI00000927
CIN: L65110MH1985PLC038137

Public Offer Account Bank

ICICI Bank Limited
Capital Market Division, 163, 5th Floor
H.T. Parekh Marg, Backbay Reclamation
Churchgate, Mumbai – 400 020
Tel: 022 – 6805 2182
E-mail: ipocmg@icicibank.com
Website: www.icicibank.com
Contact Person: Varun Badai
SEBI Registration Number: INBI00000004
CIN: L65190GJ1994PLC021012

Sponsor Banks

Kotak Mahindra Bank Limited
Intellion Square, 501, 5th Floor, A Wing
Infinity IT Park, Gen. A.K. Vaidya Marg
Malad – East, Mumbai 400 097
Tel: 022 – 6605 6603
E-mail: cmsipo@kotak.com
Website: www.kotak.com
Contact Person: Sumit Panchal
SEBI Registration Number: INBI00000927
CIN: L65110MH1985PLC038137

ICICI Bank Limited
Capital Market Division, 163, 5th Floor
H.T. Parekh Marg, Backbay Reclamation
Churchgate, Mumbai – 400 020
Tel: 022 – 6805 2182
E-mail: ipocmg@icicibank.com
Website: www.icicibank.com
Contact Person: Varun Badai
SEBI Registration Number: INBI00000004
CIN: L65190GJ1994PLC021012

Bankers to our Company

ICICI Bank Limited
3rd Floor, 362, Staguru House,
Bund Garden Road Pune 411 001
Contact Person: Vidhi Dhar
Tel: +9158002262
Email: vidhi.dhar@icicibank.com
Website: www.icicibank.com

HDFC Bank Limited
HDFC Bank Limited, MIT Marathon IT Park
Bund Garden Road, Pune 411 001
Contact Person: Nipun Arora
Tel: +020 41224411
Email: nipun.arora1@hdfc.bank.com
Website: www.hdfcbank.com

Citibank N.A.
FIFC, 10th Floor, Plot No C-54 & C-55
G Block, BKC, Mumbai 400 098
Contact Person: Hardik Doshi
Tel: +020 6175 6108
Email: hardikkumar.doshi@citi.com
Website: www.citigroup.com

IndusInd Bank Limited
Kalyani Nagar Branch, Forteliza Apartment
Ge-132, Kalyani Nagar, Pune 411 014
Contact Person: Anup Baska/ Virendra Vir Vikram Singhdeo
Tel: +9823440950
Email: anup.baska@indusind.com /
vikram.singhdeo@indusind.com
Website: www.indusind.com

Syndicate Members

Spark Institutional Equities Private Limited
EA Chambers Tower II, No 49, 50
5th Floor, Whites Road, Royapettah
Chennai, Tamil Nadu, 600 014, India
Contact Person: Niket Dattani/ T K Ramaswamy
Tel: +91 22 6885 4503 / +91 44 4344 0078 / +91 99209 31711
E-mail: ie.backoffice@avendusspark.com
Website: https://avendusspark.com/
SEBI Registration Number: INZ000307037

Filing

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

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

This Red Herring Prospectus and Prospectus, respectively, will be filed with the RoC in accordance with Section 32, read with Section 26, of the Companies Act, along with the material contracts and documents referred to in each of this Red Herring Prospectus and the Prospectus, respectively, at the RoC through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Inter-se Allocation of Responsibilities among the Book Running Lead Managers

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

S. No.	Activity	Responsibility	Coordination
1.	Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	BRLMs	I-Sec
2.	Capital structuring with the relative components and formalities such as type of instruments, size of issue, allocation between primary and secondary, etc.	BRLMs	I-Sec
3.	Drafting and approval of all statutory advertisements	BRLMs	I-Sec

S. No.	Activity	Responsibility	Coordination
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report (including Audio Visual Presentation)	BRLMs	Avendus
5.	Appointment of intermediaries - Registrar to the Offer, advertising agency, Banker(s) to the Offer, Sponsor Banks, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	BRLMs	Axis
6.	Preparation of road show presentation and frequently asked questions	BRLMs	Avendus
7.	International institutional marketing of the Offer, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	BRLMs	Avendus
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	BRLMs	I-Sec
9.	Non-Institutional marketing of the Issue, which will cover, *inter alia*: • Finalizing media, marketing and public relations strategy; and • Finalizing centres for holding conferences for brokers, etc. • Formulating marketing strategies, preparation of publicity budget;	BRLMs	Axis
10.	Retail marketing of the Offer, which will cover, inter alia, • Follow-up on distribution of publicity and Offer material including application form, the Prospectus and deciding on the quantum of the Offer material; and • Finalising collection centres	BRLMs	Axis
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation	BRLMs	Avendus
12.	Managing the book and finalization of pricing in consultation with the Company	BRLMs	I-Sec
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising Company 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, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Bankers to the Offer, Sponsor Bank, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the final post-Offer report to SEBI	BRLMs	Axis

IPO Grading

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

Monitoring Agency

As the Offer is an Offer for Sale of Equity Shares, our Company is not required to appoint a monitoring agency for this Offer.

Appraising Entity

No appraising entity has been appointed in relation to the Offer since the Offer solely comprises of an offer for sale of Equity Shares by the Selling Shareholders and our Company will not receive any proceeds from the Offer.

Credit Rating

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Designated Intermediaries

Self-Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the 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 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI ICDR Master Circular and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, i.e., (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) for SCSBs and (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) for mobile applications, respectively, as updated from time to time.

Syndicate SCSB Branches

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

Registered Brokers

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/PublicIssues/RtaDp.aspx and www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, as updated from time to time and on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10, 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 name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, as updated from time to time.

Experts to the Offer

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

Our Company has received a written consent dated February 25, 2026, from our Statutory Auditors, namely, B S R & Co. LLP, to include their name as required under Section 26(5) of the Companies Act, 2013, read with the SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 (and not under the U.S. Securities Act) to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated February 16, 2026, on the Restated Financial Information, (ii) their report dated February 16, 2026 on the statement of possible special tax benefits available to our Company and its shareholders, included in this Red Herring Prospectus and such consents have not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated February 25, 2026, from S K Patodia & Associates LLP, Chartered Accountants, as independent chartered accountants to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent through their certificate dated February 25, 2026, from the independent chartered engineer, namely Uday Dattatraya Sathe (registration number: M-118425-8), to include his name in this Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as a chartered engineer, in relation to his certificate dated February 25, 2026, certifying the information included under "*Our Business*" beginning on page 246, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated February 25, 2026, from M/s Nilesh Shah & Associates, as an independent practising company secretary to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as an independent practising company secretary to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of this Red Herring Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band, which will be decided by our Company, in consultation with the Book Running Lead Managers, and which will either be included in this Red Herring Prospectus or will be advertised in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Pune editions of Loksatta, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, 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 on their respective websites.

The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid/Offer Closing Date. For details, see "*Offer Procedure*" beginning on page 498.

All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. 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 Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹500,000) can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs, NIBs and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis. Additionally, allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer. The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

Bidders should note that, the Offer is also subject to (i) the final approval of the RoC after the Prospectus is filed with the RoC and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" beginning on pages 494 and 498, respectively.

Investor Grievances

For mechanism for the redressal of Investor Grievances, please see "*Other Regulatory and Statutory Disclosures - Mechanism for Redressal of Investor Grievances*" on page 485.

Underwriting Agreement

Our Company and each of the Selling Shareholders intends to, prior to the filing of the Prospectus with the ROC enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer, in accordance with Regulation 40(3) of the SEBI ICDR Regulations. The Underwriting Agreement is dated [●]. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares which they shall subscribe to on account of rejection of bids, either by themselves or by procuring subscription, at a price which shall not be less than the Offer Price:

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

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

The aforementioned underwriting commitments are indicative and will be finalised prior to filing the Prospectus with the RoC.

In the opinion of our Board (on the basis of representation made 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 SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/ IPO committee, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

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

(in ₹, except share data, unless otherwise stated)

		Aggregate nominal value	Aggregate value at Offer Price*
A	**AUTHORISED SHARE CAPITAL[(1)]**		
	Equity Shares comprising		
	50,000,000 Equity Shares of face value of ₹10 each	500,000,000	-
	Total	**500,000,000**	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL (BEFORE THE OFFER)**		
	44,161,500 Equity Shares of face value of ₹10 each	441,615,000	-
	Total	**441,615,000**	-
C.	**PRESENT OFFER[(2)(3)]**		
	Offer for Sale of up to 8,043,300 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million[(3)]	**80,433,000**	[●]
	Which includes		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 10.00 million[(4)]	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to [●] million	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	44,161,500 Equity Shares of face value of ₹10 each	441,615,000	-
E.	**SECURITIES PREMIUM**		
	Before the Offer (in ₹)		**2,520,336,516.66**
	After the Offer (in ₹)		[●]

**To be updated upon finalisation of the Offer Price, and subject to the 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 our MoA in the last 10 years" on page 280.

(2) The Offer has been authorized by resolution of our Board of Directors at their meeting held on November 3, 2025. Further, our Board has taken on record the consent letters for each of the Selling Shareholders to, severally and not jointly, participate in the Offer for Sale, pursuant to a resolution passed at its meeting held on November 3, 2025. For further details, see "The Offer" and "Other Regulatory and Statutory Disclosures" beginning on pages 80 and 472, respectively.

(3) Each of the Selling Shareholders has, severally and not jointly, approved their participation in the Offer for Sale in relation to its respective portion of the Offered Shares. The Equity Shares being offered by each of the Selling Shareholders have been held by such Selling Shareholder for a period of at least one year prior to the date of filing of the RHP. For details of authorisations for the Offer for Sale, see "The Offer" and "Other Regulatory and Statutory Disclosures" beginning on pages 80 and 472, respectively.

(4) 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 ₹ 200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000), shall be added to the Net Offer. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Retail Portion in the Net Offer and such Bids will not be treated as multiple Bids. For further details, see "Offer Structure" beginning on page 494.

Notes to the Capital Structure

1. Share Capital history of our Company

(a) ***Equity Share capital***

The history of the Equity Share capital of our Company is set forth below:

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
December 15, 2007[@]	10,000	3,425 Equity Shares of face value of ₹10 were allotted to Prof. Shashikanth Suryanarayanan, 2,520 Equity Shares of face value of ₹10 were allotted to Pushkaraj Panse, 2,223 Equity Shares of face value of ₹10 were allotted to Manish Sharma and 1,832 Equity Shares of face value of ₹10 were allotted to Amit Arun Dixit	4	10	10.00	Cash	Initial subscription to the Memorandum of Association	10,000	100,000
September 2, 2011	10	10 Equity Shares of face value of ₹10 were allotted to Nexus India Ventures I Investments	1	10	15,332.20	Cash	Further issue	10,010	100,100
September 2, 2011	10	10 Equity Shares of face value of ₹10 were allotted to IL and FS Trust Company Limited	1	10	15,332.20	Cash	Further issue	10,020	100,200
July 25, 2014	400	200 Equity Shares of face value of ₹10 were allotted to Ananthapadmanabhan Guruswamy, 100 Equity Shares of face value of ₹10 were allotted to Rajani Iyer and 100 Equity Shares of face value of ₹10 were allotted to Ravikumar Krishnamurthy	3	10	10,000.00	Cash	Rights issue	10,420	104,200
January 23, 2015	167	167 Equity Shares of face value of ₹10 were allotted to Mallika R Iyer	1	10	20,000.00	Cash	Rights issue	10,587	1,05,870
March 19, 2016	142	142 Equity Shares of face value of ₹10 were allotted to Jain Sons Finlease Limited	1	10	33,098.59	Cash	Rights issue	10,729	1,07,290
April 10, 2017	5	5 Equity Shares of face value of ₹10 were allotted to Harsh Vinjamoor	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	10,734	1,07,340
August 23, 2018	5	5 Equity Shares of face value of ₹10 were allotted to Harsh Vinjamoor	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	10,739	1,07,390
December 13, 2018	10	6 Equity Shares of face value of ₹10 were allotted to Iron Pillar Fund I Ltd and 4 Equity Shares of face value of ₹10 were allotted to Iron Pillar India Fund I (*acting through IP Ventures Advisors Private Limited*)	2	10	329,138.00	Cash	Private placement	10,749	1,07,490
May 3, 2019	61	61 Equity Shares of face value of ₹10 were allotted to Rajesh Kulkarni	1	10	16,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	10,810	1,08,100

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
May 3, 2019	13	5 Equity Shares of face value of ₹10 were allotted to Pratap Dandekar, 5 Equity shares of face value of ₹10 were allotted to Nitin Patre and 3 Equity Shares of face value of ₹10 were allotted to Vijay Patil	3	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	10,823	108,230
December 13, 2019	163	163 Equity Shares of face value of ₹10 were allotted to Mallika R Iyer	1	10	114,096.00	Cash	Rights issue	10,986	109,860
June 16, 2022	12	12 Equity Shares of face value of ₹10 were allotted to Vijay Patil	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	10,998	109,980
August 3, 2022	4	1 Equity Shares of face value of ₹10 were allotted to Pratap Dandekar and 3 Equity Shares of face value of ₹10 were allotted to Nitin Patre	2	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,002	110,020
August 3, 2022	5	5 Equity Shares of face value of ₹10 were allotted to Sudeep Motilal Solanki	1	10	85,730.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,007	110,070
August 3, 2022	1	1 Equity Shares of face value of ₹10 were allotted to Deepak Hebbilu	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,008	110,080
August 11, 2022	5	5 Equity Shares of face value of ₹10 were allotted to Sudeep Motilal Solanki	1	10	85,730.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,013	110,130
September 30, 2022	4	4 Equity Shares of face value of ₹10 were allotted to Rajesh Madhukar Sheth	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,017	110,170
December 21, 2022	6	6 Equity Shares of face value of ₹10 were allotted to Sudeep Chandrasekaran	1	10	212,593.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,023	110,230
February 8, 2023	54	54 Equity Shares of face value of ₹10 were allotted to Rajesh Kulkarni	1	10	16,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,077	110,770
April 13, 2023	35	35 Equity Shares of face value of ₹10 were allotted to Rajesh Kulkarni	1	10	16,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,112	111,120
April 13, 2023	14	7 Equity Shares of face value of ₹10 were allotted to Rajesh Kulkarni, 5 Equity Shares of face value of ₹10 were allotted to Nikhil Rai and 2 Equity Shares of face value of ₹10 were allotted to Kunjan Gandhi	3	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,126	111,260
April 13, 2023	5	1 Equity Shares of face value of ₹10 were allotted to Tushar Rajawadha and 4 Equity Shares of face value of ₹10 were allotted to Nitin Patre	2	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,131	111,310
April 13, 2023	4	4 Equity Shares of face value of ₹10 were allotted to Sudeep Motilal Solanki	1	10	85,730.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,135	111,350
April 24, 2023	5	5 Equity Shares of face value of ₹10 were allotted to Rajesh Madhukar Sheth	1	10	177,160.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,140	111,400
April 24, 2023	4	4 Equity Shares of face value of ₹10 were allotted to Tushar Rajawadha	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,144	111,440
June 8, 2023	3	3 Equity Shares of face value of ₹10 were allotted to Neel Shah	1	10	212,593.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,147	111,470

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
July 12, 2023	12	12 Equity Shares of face value of ₹10 were allotted to Sudeep Chandrasekaran	1	10	212,593.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,159	111,590
July 12, 2023	1	1 Equity Shares of face value of ₹10 were allotted to Sandeep Desai	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,160	111,600
September 4, 2023	3	3 Equity Shares of face value of ₹10 were allotted to Rajesh Madhukar Sheth	1	10	177,160.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,163	111,630
September 4, 2023	7	7 Equity Shares of face value of ₹10 were allotted to Kunjan Gandhi	1	10	85,730.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,170	111,700
October 12, 2023	2	2 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,172	111,720
October 12, 2023	14	14 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,186	111,860
October 12, 2023	3	3 Equity Shares of face value of ₹10 were allotted to Neel Shah	1	10	212,593.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,189	111,890
October 12, 2023	3	3 Equity Shares of face value of ₹10 were allotted to Sudeep Motilal Solanki	1	10	85,730.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,192	111,920
October 18, 2023	2	2 Equity Shares of face value of ₹10 were allotted to Pratap Dandekar	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,194	111,940
November 24, 2023	4	4 Equity Shares of face value of ₹10 were allotted to Bhaskar Sahasrabudhe	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,198	111,980
December 27, 2023	2	2 Equity Shares of face value of ₹10 were allotted to Bhaskar Sahasrabudhe	1	10	229,600.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,200	112,000
December 27, 2023	5	5 Equity Shares of face value of ₹10 were allotted to Nikhil Rai	1	10	177,160.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,205	112, 050
February 28, 2024	7	7 Equity Shares of face value of ₹10 were allotted to Nikhil Rai	1	10	177,160.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,212	112, 120
April 29, 2024	25	25 Equity Shares of face value of ₹10 were allotted to Harsh Vinjamoor	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	11,237	112,370
May 31, 2024	5,179	1,256 Equity Shares of face value of ₹10 were allotted to A91 Emerging Fund II LLP, 37 Equity Shares of face value of ₹10 were allotted to Devang Mehta, 15 Equity Shares of face value of ₹10 were allotted to Devinjit Singh, 946 Equity Shares of face value of ₹10 were allotted to Xponentia Benefits LLP, 2,319 Equity Shares of face value of ₹10 were allotted to Xponentia Opportunities Fund II, 596 Equity Shares of face value of ₹10 were allotted to Xponentia Opportunities Limited and 10 Equity Shares of face value of ₹10 were allotted to Bhavya Kapoor	7	10	NA^	Cash^	Conversion of Series A CCPS of face value of ₹10 into Equity Shares of face value of ₹10	16,416	164,160

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
May 31, 2024	3,111	1,942 Equity Shares of face value of ₹10 were allotted to A91 Emerging Fund II LLP, 126 Equity Shares of face value of ₹10 were allotted to Capri Global Holdings Private Limited, 446 Equity Shares of face value of ₹10 were allotted to Mace Private Limited, 189 Equity Shares of face value of ₹10 were allotted to SVS Trust No IV, 349 Equity Shares of face value of ₹10 were allotted to Xponentia Opportunities Limited and 59 Equity Shares of face value of ₹10 were allotted to 360 One Monopolistic Market Intermediaries Fund	7	10	NA^	Cash^	Conversion of Series B CCPS of face value of ₹10 into Equity Shares of face value of ₹10	19,527	195,270
May 31, 2024	1,343	767 Equity Shares of face value of ₹10 were allotted to A91 Emerging Fund II LLP, 416 Equity Shares of face value of ₹10 were allotted to 360 One Monopolistic Market Intermediaries Fund and 160 Equity Shares of face value of ₹10 were allotted to SAB Holdings Private Limited	4	10	NA^	Cash^	Conversion of Series C CCPS of face value of ₹100 into Equity Shares of face value of ₹10	20,870	208,700
May 31, 2024	570	570 Equity Shares of face value of ₹10 were allotted to Mace Private Limited.	1	10	NA^	Cash^	Conversion of Series D CCPS of face value of ₹100 into Equity Shares of face value of ₹10	21,440	214,400
May 31, 2024	762	762 Equity Shares of face value of ₹10 were allotted to A91 Emerging Fund II LLP	1	10	NA^	Cash^	Conversion of Series D1 CCPS of face value of ₹100 into Equity Shares of face value of ₹10	22,202	222,020
May 31, 2024	686	686 Equity Shares of face value of ₹10 were allotted to Mace Private Limited	1	10	NA^	Cash^	Conversion of Series E CCPS of face value of ₹100 into Equity Shares of face value of ₹10	22,888	228,880
May 31, 2024	3,247	342 Equity Shares of face value of ₹10 were allotted to 360 One Monopolistic Market Intermediaries Fund, 308 Equity Shares of face value of ₹10 were allotted to 360 One Special Opportunities Fund - Series 8, 190 Equity Shares of face value of ₹10 were allotted to Rashi Mehrotra and 2,407 Equity Shares of face value of ₹10 were allotted to NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	4	10	NA^	Cash^	Conversion of Series E1 CCPS of face value of ₹100 into Equity Shares of face value of ₹10	26,135	261,350
May 31, 2024	1,023	644 Equity Shares of face value of ₹10 were allotted to Iron Pillar Fund I Ltd and 379 Equity Shares of face value of ₹10 were allotted to Iron Pillar India Fund I (*acting through IP Ventures Advisors Private Limited*)	2	10	NA^	Cash^	Conversion of Series F CCPS of face value of ₹100 into Equity Shares of face value of ₹10	27,158	271,580
July 10, 2024	10	10 Equity Shares of face value of ₹10 were allotted	1	10	85,730.00	Cash	Exercise of employee stock options	27,168	271,680

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
		to Kunjan Gandhi					granted under the ESOP 2014		
July 10, 2024	5	5 Equity Shares of face value of ₹10 were allotted to Rajesh Madhukar Sheth	1	10	177,160.00	Cash	Exercise of employee stock options granted under the ESOP 2014	27,173	271,730
July 31, 2024	1,014	608 Equity Shares of face value of ₹10 were allotted to A91 Emerging Fund II LLP, 239 Equity Shares of face value of ₹10 were allotted to 360 One Special Opportunities Fund - Series 8 (*Formerly IIFL Special Opportunities Fund Series-8*) and 167 Equity Shares of face value of ₹10 were allotted to 360 One Monopolistic Market Intermediaries Fund	3	10	739,801.31	Cash	Private placement	28,187	281,870
August 9, 2024	1	1 Equity Shares of face value of ₹10 were allotted to Aarti Bhardwaj	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,188	281,880
August 9, 2024	10	10 Equity Shares of face value of ₹10 were allotted to Harsh Vinjamoor	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,198	281,980
October 15, 2024	3	3 Equity Shares of face value of ₹10 were allotted to Pramod Ranade	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,201	282,010
October 15, 2024	3	3 Equity Shares of face value of ₹10 were allotted to Pramod Ranade	1	10	85,730.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,204	282,040
November 6, 2024	16	16 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,220	282,200
November 6, 2024	10	10 Equity Shares of face value of ₹10 were allotted to Nikhil Rai	1	10	177,160.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,230	282,300
February 13, 2025	20	20 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,250	282,500
February 28, 2025	12	12 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,262	282,620
February 28, 2025	18	18 Equity Shares of face value of ₹10 were allotted to Rajesh Madhukar Sheth	1	10	177,160.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,280	282,800
March 21, 2025	2	2 Equity Shares of face value of ₹10 were allotted to Rajesh Madhukar Sheth	1	10	177,160.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,282	282,820
March 21, 2025	10	10 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,292	282,920
March 28, 2025	11	11 Equity Shares of face value of ₹10 were allotted to Nikhil Rai	1	10	177,160.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,303	283,030
March 28, 2025	4	4 Equity Shares of face value of ₹10 were allotted to Aarti Bhardwaj	1	10	550,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,307	283,070
May 12, 2025	5	5 Equity Shares of face value of ₹10 were allotted to Bhaskar Sahasrabudhe	1	10	229,600.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,312	283,120
May 12, 2025	1	1 Equity Shares of face value of ₹10 were allotted to Om Singh	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,313	283,130

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
June 12, 2025	8	8 Equity Shares of face value of ₹10 were allotted to Bhaskar Sahasrabudhe	1	10	229,600.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,321	283,210
June 12, 2025	5	5 Equity Shares of face value of ₹10 were allotted to Kunjan Gandhi	1	10	85,730.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,326	283,260
June 17, 2025	5	5 Equity Shares of face value of ₹10 were allotted to Bhaskar Sahasrabudhe	1	10	229,600.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,331	283,310
June 17, 2025	59	22 Equity Shares of face value of ₹10 were allotted to Kunjan Gandhi and 37 Equity Shares of face value of ₹10 were allotted to Pramod Ranade	2	10	85,730.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,390	283,900
July 18, 2025	10	10 Equity Shares of face value of ₹10 were allotted to Rajesh Madhukar Sheth	1	10	177,160.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,400	284,000
July 18, 2025	78	78 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	1	10	66,000.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,478	284,780
July 18, 2025	18	18 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	1	10	212,593.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,496	284,960
August 13, 2025	1	1 Equity Shares of face value of ₹10 were allotted to Mahesh Kotagi	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	28,497	284,970
August 13, 2025	35	5 Equity Shares of face value of ₹10 were allotted to Mahesh Kotagi and 30 Equity Shares of face value of ₹10 were allotted to Harsh Vinjamoor	2	10	66,000	Cash	Exercise of employee stock options granted under the ESOP 2014	28,532	285,320
August 13, 2025	2	2 Equity Shares of face value of ₹10 were allotted to Mahesh Kotagi	1	10	500,000	Cash	Exercise of employee stock options granted under the ESOP 2014	28,534	285,340
August 13, 2025	82	82 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	1	10	212,593	Cash	Exercise of employee stock options granted under the ESOP 2014	28,616	286,160
August 13, 2025	15	15 Equity Shares of face value of ₹10 were allotted to Nikhil Rai	1	10	177,160	Cash	Exercise of employee stock options granted under the ESOP 2014	28,631	286,310
August 25, 2025	20	20 Equity Shares of face value of ₹10 were allotted to Manish Sharma	1	10	1,000,000	Cash	Conversion of warrants##	28,651	286,510
August 26, 2025	150	150 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	1	10	370,000	Cash	Exercise of employee stock options granted under the ESOP 2014	28,801	288,010
August 26, 2025	7	7 Equity Shares of face value of ₹10 were allotted to Rajesh Madhukar Sheth	1	10	177,160	Cash	Exercise of employee stock options granted under the ESOP 2014	28,808	288,080
August 26, 2025	5	5 Equity Shares of face value of ₹10 were allotted to Sudeep Motilal Solanki	1	10	85,730	Cash	Exercise of employee stock options granted under the ESOP 2014	28,813	288,130
September 1, 2025	40	40 Equity Shares of face value of ₹10 were allotted to Prof. Shashikanth Suryanarayanan	1	10	1,000,000	Cash	Conversion of warrants##	28,853	288,530
September 3, 2025	160	100 Equity Shares of face value of ₹10 were allotted to Amit Arun Dixit and 60 Equity Shares of face value of ₹10 were allotted to Anaykumar Avinash Joshi	2	10	1,000,000	Cash	Conversion of warrants##	29,013	290,130

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
September 10, 2025	20	20 Equity Shares of face value of ₹10 were allotted to Harsh Vinjamoor	1	10	66,000	Cash	Exercise of employee stock options granted under the ESOP 2014	29,033	290,330
September 10, 2025	14	14 Equity Shares of face value of ₹10 were allotted to Ravit Anand	1	10	341,000	Cash	Exercise of employee stock options granted under the ESOP 2014	29,047	290,470
September 10, 2025	5	5 Equity Shares of face value of ₹10 were allotted to Sudeep Motilal Solanki	1	10	85,730	Cash	Exercise of employee stock options granted under the ESOP 2014	29,052	290,520
September 10, 2025	10	7 Equity Shares of face value of ₹10 were allotted to Prathmesh Mahalle and 3 Equity Shares of face value of ₹10 were allotted to Utkarsh Chauhan	2	10	370,000	Cash	Exercise of employee stock options granted under the ESOP 2014	29,062	290,620
September 10, 2025	4	4 Equity Shares of face value of ₹10 were allotted to Prathmesh Mahalle	1	10	550,000	Cash	Exercise of employee stock options granted under the ESOP 2014	29,066	290,660
September 22, 2025@@	43,569,934	2,998 Equity shares of face value of ₹10 to Manjari Dhanesh Shah, 5,996 Equity shares of face value of ₹10 to Pushpa Pushpak Bogati, 146,902 Equity shares of face value of ₹10 to Lata Ramchandra Athavale, 23,984 Equity shares of face value of ₹10 to Vijay Gopal, 873,917 Equity shares of face value of ₹10 to Pushkaraj Panse, 56,962 Equity shares of face value of ₹10 to Manisha Panse, 1,499 Equity shares of face value of ₹10 to Ashwini Amol Butala, 2,998 Equity shares of face value of ₹10 to Rajesh Vitthal Sheth, 1,499 Equity shares of face value of ₹10 to Anuradha Subhaschandra Rao, 28,481 Equity shares of face value of ₹10 to Bhaskaran Raman, 2,998 Equity shares of face value of ₹10 to Guruswamy Ananthapadmanabhan, 82,445 Equity shares of face value of ₹10 to Kavitha Kuruganti, 44,970 Equity shares of face value of ₹10 to Maitrey Ananthapadmanabhan, 7,495 Equity shares of face value of ₹10 to Preeti Bhalchandra Puranik, 44,970 Equity shares of face value of ₹10 to Pace Commodity Brokers Private Limited, 1,416,555 Equity shares of face value of ₹10 to Xponentia Opportunities Limited, 4,497 Equity shares of face value of ₹10 to Ghanashyam M Athavale, 14,990 Equity shares of face value of ₹10 to Sudeep Motilal Solanki, 11,992 Equity shares of face value of ₹10 to Mahesh Gurappa Kotagi, 1,499 Equity shares of face value of ₹10 to Norbert Cyril Fernandes, 2,998 Equity shares of face value of ₹10 to Kunjan Sunil Gandhi, 2,998 Equity shares of face value of ₹10 to	126	10	NA	NA	Bonus issue in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 each for every one Equity Share of face value of ₹10 each held by such holders of Equity Shares of our Company, whose names appear in the list of beneficial owners on the record date, i.e., September 18, 2025)	43,599,000	435,990,000

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
		Anshul Bhide, 13,491 Equity shares of face value of ₹10 to Lakshmi Vaidyalingam, 19,487 Equity shares of face value of ₹10 to Sudeep Chandrasekaran, 46,469 Equity shares of face value of ₹10 to Nikhil Rai, 5,90,606 Equity shares of face value of ₹10 to Anaykumar Avinash Joshi, 14,990 Equity shares of face value of ₹10 to Ankita Vivek Kapur, 17,988 Equity shares of face value of ₹10 to Vijay Raghunath Patil, 55,463 Equity shares of face value of ₹10 to Pramod Vinayak Ranade, 41,972 Equity shares of face value of ₹10 to Harsh Giridhargopal Vinjamoor, 7,145,733 Equity shares of face value of ₹10 to Prof. Shashikanth Suryanarayanan, 12,33,677 Equity shares of face value of ₹10 to Mallika R Iyer, 14,990 Equity shares of face value of ₹10 to Ravikumar Krishnamurthi, 131,912 Equity shares of face value of ₹10 to Cyrus Jamshed Guzder, 14,990 Equity shares of face value of ₹10 to Apurva Siddharth Doshi, 14,990 Equity shares of face value of ₹10 to Hemant Lakhotiya HUF, 2,998 Equity shares of face value of ₹10 to Shruthi Muthanna, 5,996 Equity shares of face value of ₹10 to Paras Sanghvi, 7,495 Equity shares of face value of ₹10 to Rishabh Patni, 55,463 Equity shares of face value of ₹10 to Devang Mehta, 2,998 Equity shares of face value of ₹10 to Apurv Nandan Sambhare, 7,495 Equity shares of face value of ₹10 to Nitish Somnath Bhambri, 1,499 Equity shares of face value of ₹10 to Om Narayan Singh, 14,990 Equity shares of face value of ₹10 to Rajesh Rai P V, 16,489 Equity shares of face value of ₹10 to Padma Ramanathan, 11,992 Equity shares of face value of ₹10 to S Gopalakrishnan, 59,960 Equity shares of face value of ₹10 to Denzil Arambhan, 8,994 Equity shares of face value of ₹10 to Upendra Vijendra Bhandarkar, 5,996 Equity shares of face value of ₹10 to Preeti Lodha, 25,483 Equity shares of face value of ₹10 to Nilang Tushar Desai, 47,968 Equity shares of face value of ₹10 to DEMECH Overseas Construction Private Limited, 7,495 Equity shares of face value of ₹10 to Siddharth							

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
		Kiyawat, 10,493 Equity shares of face value of ₹10 to Arvind Ramchandra Athavale, 8,030,143 Equity shares of face value of ₹10 to A91 Emerging Fund II LLP, 1,418,054 Equity shares of face value of ₹10 to HDFC Life Insurance Company Limited*, 2,267,987 Equity shares of face value of ₹10 to 360 One Special Opportunities Fund - Series 8, 1,573,950 Equity shares of face value of ₹10 to 360 One Monopolistic Market Intermediaries Fund, 1,933,710 Equity shares of face value of ₹10 to NRJN Family Trust (represented by Entrust Family Office Legal and Trusteeship Services Private Limited), 595,103 Equity shares of face value of ₹10 to Pratithi Growth Fund I, 22,485 Equity shares of face value of ₹10 to Perumal Ramamurthy Srinivasan, 14,990 Equity shares of face value of ₹10 to Bhavya Kapoor, 5,996 Equity shares of face value of ₹10 to Rahul Bahri, 22,485 Equity shares of face value of ₹10 to Devinjit Singh, 2,83,311 Equity shares of face value of ₹10 to SVS Trust No IV, 3,476,181 Equity shares of face value of ₹10 to Xponentia Opportunities Fund - II, 41,972 Equity shares of face value of ₹10 to Atul Hiralal Shah, 41,972 Equity shares of face value of ₹10 to Bakul Hiralal Shah, 83,944 Equity shares of face value of ₹10 to Himanshu Kantilal Sanghavi HUF, 211,359 Equity shares of face value of ₹10 to Venktesh Investment And Trading Company Private Limited, 283,311 Equity shares of face value of ₹10 to Capri Global Holdings Private Limited, 4,497 Equity shares of face value of ₹10 to Sonal Bagaria, 863,424 Equity shares of face value of ₹10 to Manish Sharma, 1,244,170 Equity shares of face value of ₹10 to Amit Arun Dixit, 224,850 Equity shares of face value of ₹10 to Bilahari Trust, represented by its trustee Namakal S Parthasarathy, 541,139 Equity shares of face value of ₹10 to Ashwini Amit Dixit, 56,962 Equity shares of face value of ₹10 to Priyanka Manish Sharma, 23,984 Equity shares of face value of ₹10 to Whiteoak Capital Equity Fund, 716,522 Equity shares of face							

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
		value of ₹10 to Spark Midas Investment Fund I, 860,426 Equity shares of face value of ₹10 to CGH Amsia S.A.R.L., 5,996 Equity shares of face value of ₹10 to Mahesh Kumar, 284,810 Equity shares of face value of ₹10 to Rashi Mehrotra, 16,489 Equity shares of face value of ₹10 to Pankaj Kalra, 89,940 Equity shares of face value of ₹10 to E-city Hi-tech Projects LLP, 1,499 Equity shares of face value of ₹10 to Varsha Paresh Jain, 7,495 Equity shares of face value of ₹10 to Amit Tyagi, 239,840 Equity shares of face value of ₹10 to Sab Holdings Private Limited, 44,970 Equity shares of face value of ₹10 to Chinmay G Parikh, 1,499 Equity shares of face value of ₹10 to Rebello Sharon, 5,996 Equity shares of face value of ₹10 to Niyati S Hariani, 11,992 Equity shares of face value of ₹10 to Amrit Ambirajan, 2,998 Equity shares of face value of ₹10 to Kal Bhande Sandeep Ramchandra, 55,463 Equity shares of face value of ₹10 to Tibrewala Electronics Limited, 10,493 Equity shares of face value of ₹10 to Suresh Dolatram Nandwana, 10,493 Equity shares of face value of ₹10 to Himanshubhai Dolatram Nandwana, 10,493 Equity shares of face value of ₹10 to Bezawada Karthik Reddy, 7,495 Equity shares of face value of ₹10 to Nihas Mohammed Basheer, 10,493 Equity shares of face value of ₹10 to Saurine Doshi, 2,998 Equity shares of face value of ₹10 to Kedar Arun Barve, 4,497 Equity shares of face value of ₹10 to Shipra Jain, 1,499 Equity shares of face value of ₹10 to Megha Chetan Dhamne, 5,996 Equity shares of face value of ₹10 to Ajay Pradyot Kothari, 4,07,728 Equity shares of face value of ₹10 to Society For Innovation & Entrepreneurship, 14,990 Equity shares of face value of ₹10 to Darryl John Dsouza, 4,497 Equity shares of face value of ₹10 to C Padmavathy, 7,495 Equity shares of face value of ₹10 to John Franklin, 65,956 Equity shares of face value of ₹10 to Rajesh Madhukar Sheth, 7,495 Equity shares of face value of ₹10 to Bhardwaj Aarti Pankaj, 19,487 Equity shares of face value of ₹10 to							

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
		Bhaskar Hanmant Sahasrabudhe, 1,499 Equity shares of face value of ₹10 to Rajendra Narahar Sathe, 20,986 Equity shares of face value of ₹10 to Ravit Anand, 16,489 Equity shares of face value of ₹10 to Prathmesh Gajanan Mahalle, 2,998 Equity shares of face value of ₹10 to Poyni Bhatt, 688,041 Equity shares of face value of ₹10 to Catamaran Ventures LLP, 1,499 Equity shares of face value of ₹10 to Vineet Shirish Sable, 2,998 Equity shares of face value of ₹10 to Sandeep Anandrao Desai, 1,22,918 Equity shares of face value of ₹10 to Ashoka India Equity Investment Trust PLC, 682,045 Equity shares of face value of ₹10 to SARV Investments Limited, 424,217 Equity shares of face value of ₹10 to Whiteoak Capital India Opportunities Fund, 314,790 Equity shares of face value of ₹10 to Neepa Shah, 68,954 Equity shares of face value of ₹10 to Astorne Capital VCC - Arven, 2,551,298 Equity shares of face value of ₹10 to Mace Private Limited, 23,984 Equity shares of face value of ₹10 to K S Gandhi, 4,497 Equity shares of face value of ₹10 to Utkarsh Chauhan, 4,497 Equity shares of face value of ₹10 to Ila Shah.							
September 30, 2025	43,500	13,500 Equity Shares of face value of ₹10 were allotted to Ravit Anand and 30, 000 Equity Shares of face value of ₹10 were allotted to Arvind Munde	2	10	227.33	Cash	Exercise of employee stock options granted under the ESOP 2014	43,642,500	436,425,000
September 30, 2025	16,500	12,000 Equity Shares of face value of ₹10 were allotted to Indrajeet Mohite and 4,500 Equity Shares of face value of ₹10 were allotted to Utkarsh Chauhan	2	10	246.66	Cash	Exercise of employee stock options granted under the ESOP 2014	43,659,000	436,590,000
September 30, 2025	18,000	18,000 Equity Shares of face value of ₹10 were allotted to Neel Shah	1	10	141.72	Cash	Exercise of employee stock options granted under the ESOP 2014	43,677,000	436,770,000
September 30, 2025	1,500	1,500 Equity Shares of face value of ₹10 were allotted to Suresh Walunj	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	43,678,500	436,785,000
September 30, 2025	37,500	7,500 Equity Shares of face value of ₹10 were allotted to Suresh Walunj, 7,500 Equity Shares of face value of ₹10 were allotted to Pratap Dandekar and 22,500 Equity Shares of face value of ₹10 were allotted to Tushar Rajawadha	3	10	44.00	Cash	Exercise of employee stock options granted under the ESOP 2014	43,716,000	437,160,000
September 30, 2025	6,000	4,500 Equity Shares of face value of ₹10 were allotted to Suresh Walunj and 1,500 Equity Shares	2	10	333.33	Cash	Exercise of employee stock options granted under the ESOP 2014	43,722,000	437,220,000

Date of allotment of Equity Shares	Number of Equity Shares allotted	Name of allottees	No. of allottees	Face value per Equity Shares (in ₹)	Issue price per Equity Share (in ₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
		of face value of ₹10 were allotted to Mahesh Kotagi							
October 5, 2025	15,000	15,000 Equity Shares of face value of ₹10 were allotted to Sudeep Motilal Solanki	1	10	57.15	Cash	Exercise of employee stock options granted under the ESOP 2014	43,737,000	437,370,000
January 22, 2026	30,000	22,500 Equity Shares of face value of ₹10 were allotted to Harsh Vinjamoor, 4,500 Equity Shares of face value of ₹10 were allotted to Nitin Patre and 3,000 Equity Shares of face value of ₹10 were allotted to Pratap Dandekar	3	10	44.00	Cash	Exercise of employee stock options granted under the ESOP 2014	43,767,000	437,670,000
January 22, 2026	16,500	16,500 Equity Shares of face value of ₹10 were allotted to Suraj Kumar Pabbu	1	10	227.33	Cash	Exercise of employee stock options granted under the ESOP 2014	43,783,500	437,835,000
January 30, 2026	75,000	75,000 Equity Shares of face value of ₹10 were allotted to Sudeep Motilal Solanki	1	10	57.15	Cash	Exercise of employee stock options granted under the ESOP 2014	43,858,500	438,585,000
January 30, 2026	9,000	9,000 Equity Shares of face value of ₹10 were allotted to Sudeep Motilal Solanki	1	10	240.00	Cash	Exercise of employee stock options granted under the ESOP 2014	43,867,500	438,675,000
January 30, 2026	30,000	30,000 Equity Shares of face value of ₹10 were allotted to Kirtikant Sahu	1	10	227.33	Cash	Exercise of employee stock options granted under the ESOP 2014	43,897,500	438,975,000
January 30, 2026	60,000	60,000 Equity Shares of face value of ₹10 were allotted to Harsh Vinjamoor	1	10	44.00	Cash	Exercise of employee stock options granted under the ESOP 2014	43,957,500	439,575,000
January 30, 2026	3,000	3,000 Equity Shares of face value of ₹10 were allotted to Harsh Vinjamoor	1	10	10.00	Cash	Exercise of employee stock options granted under the ESOP 2014	43,960,500	439,605,000
January 30, 2026	13,500	13,500 Equity Shares of face value of ₹10 were allotted to Utkarsha Chauhan	1	10	246.66	Cash	Exercise of employee stock options granted under the ESOP 2014	43,974,000	439,740,000
February 3, 2026	31,500	31,500 Equity Shares of face value of ₹10 were allotted to Neel Shah	1	10	141.72	Cash	Exercise of employee stock options granted under the ESOP 2014	44,005,500	440,005,000
February 3, 2026	6,000	6,000 Equity Shares of face value of ₹10 were allotted to Neel Shah	1	10	227.33	Cash	Exercise of employee stock options granted under the ESOP 2014	44,011,500	440,115,000
February 3, 2026	63,000	63,000 Equity Shares of face value of ₹10 were allotted to Nikhil Rai	1	10	118.10	Cash	Exercise of employee stock options granted under the ESOP 2014	44,074,500	440,745,000
February 10, 2026	54,000	40,500 Equity Shares of face value of ₹10 were allotted to Neel Shah and 13,500 Equity Shares of face value of ₹10 were allotted to Suraj Kumar Pabbu	2	10	227.33	Cash	Exercise of employee stock options granted under the ESOP 2014	44,128,000	441,280,000
February 10, 2026	3,000	3,000 Equity Shares of face value of ₹10 were allotted to Neel Shah	1	10	366.66	Cash	Exercise of employee stock options granted under the ESOP 2014	44,131,500	441,315,000
February 10, 2026	30,000	30,000 Equity Shares of face value of ₹10 were allotted to Deepak Hebbilu	1	10	153.06	Cash	Exercise of employee stock options granted under the ESOP 2014	44,161,500	441,615,000
Total								**44,161,500**	**441,615,000**

^ *The cash consideration for such allotments of Equity Shares was paid at the time of allotment of the relevant Preference Shares. Accordingly, no consideration was received at the time of such conversion.*

@ *Our Company was incorporated on July 18, 2007. The date of subscription to the Memorandum of Association was May 7, 2007, and the allotment of Equity Shares pursuant to such allotment was taken on record by our Board on December 15, 2007.*

* *HDFC Life Insurance Company Limited is holding equity shares through two demat accounts and accordingly the aggregated transaction has been reflected here.*

Our Company had, pursuant to a resolution of the Board dated May 21, 2025 and a special resolution of the Shareholders dated May 29, 2025, allotted 100 partly paid-up warrants to Amit Arun Dixit, 60 partly paid-up warrants to Anaykumar Avinash Joshi, 40 partly paid-up warrants to Prof. Shashikanth Suryanarayanan and 20 partly paid-up warrants to Manish Sharma on July 1, 2025 , at a price of ₹ 1,000,000 per warrant, by way of a preferential issue, with each warrant convertible into one Equity Share having face value of ₹10 each. Such warrants have been converted into Equity Shares upon payment of the balance consideration amount and are no longer outstanding.*

@@ This includes Equity Shares belonging to one Shareholder, holding Equity Shares in physical form at the time of allotment of such bonus Equity Shares, which were held by the Company in another demat account i.e., Sedemac Mechatronics Limited unclaimed securities suspense escrow account till the Shareholder opens demat account.

(b) ***Preference share capital***

Our Company does not have any issued, subscribed and paid-up preference shares as on the date of filing of this Red Herring Prospectus. The history of the preference share capital of our Company is set forth in the table below:

Date of allotment of CCPS	Number of CCPS	Details of allottees	Face value per CCPS (in ₹)	Issue price per CCPS (in ₹)	Nature of consideration	Number of Equity Shares	Conversion Ratio	Nature of allotment	Cumulative number of CCPS	Cumulative paid-up CCPS capital
Series A CCPS										
May 21, 2010[#]	4,063	4,063 Series A CCPS of face value of ₹10 were allotted to Nexus India Ventures I Investments	10	5,368.05	Cash	4,063	1:1	Further issue	4,063	40,630
June 10, 2010	1,116	1,116 Series A CCPS of face value of ₹10 were allotted to Nexus India Ventures I Investments	10	10,371.18	Cash	1,116	1:1	Further issue	5,179	51,790
May 31, 2024	(5,179)	1,256 Equity Shares of face value of ₹10 to were allotted A91 Emerging Fund II LLP, 37 Equity Shares of face value of ₹10 were allotted to Devang Mehta, 15 Equity Shares of face value of ₹10 were allotted to Devinjit Singh, 946 Equity Shares of face value of ₹10 were allotted to Xponentia Benefits LLP, 2,319 Equity Shares of face value of ₹10 were allotted to Xponentia Opportunities Fund II, 596 Equity Shares of face value of ₹10 were allotted to Xponentia Opportunities Limited and 10 Equity Shares of face value of ₹10 were allotted to Bhavya Kapoor	-	NA[^]	NA	-	-	Conversion of Series A CCPS of face value of ₹10 each into Equity Shares of face value of ₹10 each	-	-
Series B CCPS										
September 2, 2011	2,328	1,164 Series B CCPS of face value of ₹10 were allotted to	10	15,322.20	Cash	2,328	1:1	Further issue	2,328	23,280

Date of allotment of CCPS	Number of CCPS	Details of allottees	Face value per CCPS (in ₹)	Issue price per CCPS (in ₹)	Nature of consideration	Number of Equity Shares	Conversion Ratio	Nature of allotment	Cumulative number of CCPS	Cumulative paid-up CCPS capital
		Nexus India Ventures I Investments and 1,164 Series B CCPS of face value of ₹10 were allotted to IL and FS Trust Company Limited – Trustee of India Innovation Fund								
May 8, 2013	783	783 Series B CCPS of face value of ₹10 were allotted to IL & FS Trust Company Limited	10	19,796.66	Cash	783	1:1	Further issue	3,111	31,110
May 31, 2024	(3,111)	1,942 Equity Shares of face value of ₹10 were allotted to A91 Emerging Fund II LLP, 126 Equity Shares of face value of ₹10 were allotted to Capri Global Holdings Private Limited, 446 Equity Shares of face value of ₹10 were allotted to Mace Private Limited, 189 Equity Shares of face value of ₹10 were allotted to SVS Trust No IV, 349 Equity Shares of face value of ₹10 were allotted to Xponentia Opportunities Limited and 59 Equity Shares of face value of ₹10 were allotted to 360 ONE Monopolistic Market Intermediaries Fund	-	NA^	NA	-	-	Conversion of Series B CCPS of face value of ₹10 each into Equity Shares of face value of ₹10 each	-	-
Series C CCPS										
May 8, 2013	1,343	767 Series C CCPS of face value of ₹100 were allotted to Nexus India Ventures I Investments and 576 Series C CCPS of face value of ₹100 were allotted to IL & FS Trust Company Limited	100	28,298.61	Cash	1,343	1:1	Further issue	1,343	134,300
May 31, 2024	(1,343)	767 Equity Shares of face value of ₹10 were allotted to A91 Emerging Fund II LLP, 416 Equity Shares of face value of ₹10 were allotted to 360 ONE Monopolistic Market Intermediaries Fund and 160	-	NA^	NA	-	-	Conversion of Series C CCPS of face value of ₹100 each into Equity Shares of face value	-	-

Date of allotment of CCPS	Number of CCPS	Details of allottees	Face value per CCPS (in ₹)	Issue price per CCPS (in ₹)	Nature of consideration	Number of Equity Shares	Conversion Ratio	Nature of allotment	Cumulative number of CCPS	Cumulative paid-up CCPS capital
		Equity Shares of face value of ₹10 were allotted to SAB Holdings Private Limited						of ₹10 each		
Series D CCPS										
August 21, 2014	648	648 Series D CCPS of face value of ₹100 were allotted to Nexus India Ventures I Investments	100	46,262.00	Cash	570	1:0.88	Rights issue	648	64,800
May 31, 2024	(648)	570 Equity Shares of face value of ₹10 were allotted to Mace Private Limited	-	NA^	NA	-	-	Conversion of Series D CCPS of face value of ₹100 each into Equity Shares of face value of ₹10 each	-	-
Series D1 CCPS										
March 27, 2015	762	762 Series D1 of face value of ₹100 CCPS were allotted to Nexus India Ventures I Investments	100	65,616.80	Cash	762	1:1	Rights issue	762	76,200
May 31, 2024	(762)	762 Equity Shares of face value of ₹10 were allotted to A91 Emerging Fund II LLP	-	NA^	NA	-	-	Conversion of Series D1 CCPS of face value of ₹100 each into Equity Shares of face value of ₹10 each	-	-
Series E CCPS										
December 10, 2015	797	797 Series E CCPS of face value of ₹100 were allotted to Nexus India Ventures I Investments	100	122,465.50	Cash	686	1:0.86	Rights issue	797	79,700
May 31, 2024	(797)	686 Equity Shares of face value of ₹10 were allotted to Mace Private Limited	-	NA^	NA	-	-	Conversion of Series E CCPS of face value of ₹100 each into Equity Shares of face value of ₹10 each	-	-

Date of allotment of CCPS	Number of CCPS	Details of allottees	Face value per CCPS (in ₹)	Issue price per CCPS (in ₹)	Nature of consideration	Number of Equity Shares	Conversion Ratio	Nature of allotment	Cumulative number of CCPS	Cumulative paid-up CCPS capital
Series E1 CCPS										
March 22, 2016	2,319	2,319 Series E1 CCPS of face value of ₹100 were allotted to NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	100	142,288.56	Cash	2,319	1:1	Rights issue	2,319	231,900
June 22, 2017	928	928 Series E1 CCPS of face value of ₹100 were allotted to NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	100	142,288.56	Cash	928	1:1	Rights issue	3,247	324,700
May 31, 2024	(3,247)	342 Equity Shares of face value of ₹10 were allotted to 360 ONE Monopolistic Market Intermediaries Fund, 308 Equity Shares of face value of ₹10 were allotted to 360 ONE Special Opportunities Fund - Series 8, 190 Equity Shares of face value of ₹10 were allotted to Rashi Mehrotra and 2,407 Equity Shares of face value of ₹10 were allotted to NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	-	NA^	NA	-	-	Conversion of Series E1 CCPS of face value of ₹100 each into Equity Shares of face value of ₹10 each	-	-
Series F CCPS										
December 13, 2018	1,023	644 Series F CCPS of face value of ₹100 were allotted to Iron Pillar Fund I Ltd, and 379 Series F CCPS of face value of ₹100 were allotted to Iron Pillar India Fund I (*acting through IP Ventures Advisors Private Limited*)	100	329,138.00	Cash	1,023	1:1	Private placement	1,023	102,300
May 31, 2024	(1,023)	644 Equity Shares of face value of ₹10 were allotted to Iron Pillar Fund I Ltd and 379 Equity Shares of face value of ₹10 were allotted to Iron Pillar India Fund	-	NA^	NA	-	-	Conversion of Series F CCPS of face value of ₹100 each into Equity	-	-

Date of allotment of CCPS	Number of CCPS	Details of allottees	Face value per CCPS (in ₹)	Issue price per CCPS (in ₹)	Nature of consideration	Number of Equity Shares	Conversion Ratio	Nature of allotment	Cumulative number of CCPS	Cumulative paid-up CCPS capital
		I (*acting through IP Ventures Advisors Private Limited*)						Shares of face value of ₹10 each		

^*Consideration was paid at the time of issuance of CCPS.*

There was a delay in reporting remittance to the RBI in relation to investment made by Nexus Ventures I Investments in our Company. In relation to this, our Company filed a compounding application dated May 3, 2011, and the RBI passed an order dated October 3, 2011, to order a penalty of ₹75,000. Our Company paid the penalty to RBI of ₹75,000 through a demand draft dated October 7, 2011.

(c) **Secondary transaction**

Except as disclosed in "*-History of share capital held by our Promoters – Build-up of the shareholding of our Promoters in our Company*" on page 123, there have been no acquisition or transfer of Equity Shares or Preference Shares of our Company through secondary transactions by our Promoters.

The details of secondary transactions of specified securities of our Company by members of the Promoter Group and the Selling Shareholders (other than Promoter Selling Shareholder) is set forth in the table below:

Date of transfer of securities	Nature of securities	Number of securities transferred	Details of transferor(s)	Details of transferee(s)	Nature of Transaction	Face value per security (₹)	Transfer price per security (₹)	Nature of consideration
Members of the Promoter Group								
Ashwini Amit Dixit^								
May 22, 2024	Equity Shares	65	Manish Sharma	Ashwini Amit Dixit	Transfer	10	150,000.00	Cash
May 22, 2024	Equity Shares	296	Mallika R Iyer	Ashwini Amit Dixit	Transfer	10	150,000.00	Cash
Mallika R Iyer								
April 1, 2010	Equity Shares	125	Society for Innovation and Entrepreneurship	Mallika R Iyer	Transfer	10	4,240.00	Cash
February 13, 2013	Equity Shares	138	Arvind Athavale	Mallika R Iyer	Transfer	10	4,000.00	Cash
August 7, 2018	Equity Shares	535	Pushkaraj Panse	Mallika R Iyer	Transfer	10	103,150,51	Cash
December 9, 2020	Equity Shares	4	Mallika R Iyer	Shivasubramanian Gopalakrishnan	Transfer	10	250,000.00	Cash
December 9, 2020	Equity Shares	4	Mallika R Iyer	Padma Ramanathan	Transfer	10	250,000.00	Cash
May 22, 2024	Equity Shares	296	Mallika R Iyer	Ashwini Amit Dixit	Transfer	10	150,000.00	Cash
May 22, 2024	Equity Shares	123	Mallika R Iyer	Manish Sharma	Transfer	10	150,000.00	Cash
June 14, 2024	Equity Shares	182	Rajani Iyer	Mallika R Iyer	Transmission	10	Nil@	NA
August 29, 2025	Equity Shares	48	Mallika R Iyer	Ashoka India Equity Investment Trust Plc	Transfer	10	1,465,874.00	Cash
September 12, 2025	Equity Shares	12	Mallika R Iyer	SARV Investments Limited	Transfer	10	1,465,874.00	Cash
Priyanka Manish Sharma								
May 31, 2024	Equity Shares	38	Manish Sharma	Priyanka Manish Sharma	Transfer	10	Nil$	NA
Ravikumar Krishnamurthi								
June 20, 2014	Equity Shares	83	Arvind Athavale	Ravikumar Krishnamurthi	Transfer	10	8,244.00	Cash

Date of transfer of securities	Nature of securities	Number of securities transferred	Details of transferor(s)	Details of transferee(s)	Nature of Transaction	Face value per security (₹)	Transfer price per security (₹)	Nature of consideration
May 31, 2019	Equity Shares	75	Ravikumar Krishnamurthi	Montane Ventures, represented through its trustee, Vistra ITCL (India) Limited	Transfer	10	285,241.00	Cash
April 21, 2023	Equity Shares	15	Ananthapadmanabhan Guruswamy	Ravikumar Krishnamurthi	Transfer	10	510,000.00	Cash
April 24, 2023	Equity Shares	7	Rajesh Kulkarni	Ravikumar Krishnamurthi	Transfer	10	510,000.00	Cash
	Equity Shares	25	Rajesh Kulkarni	Ravikumar Krishnamurthi	Transfer	10	510,000.00	Cash
May 22, 2024	Equity Shares	10	Ravikumar Krishnamurthi	DEMECH Overseas Construction Private Limited	Transfer	10	640,000.00	Cash
June 14, 2024	Equity Shares	12	Ravikumar Krishnamurthi	Hemant Lakhotiya HUF	Transfer	10	640,000.00	Cash
	Equity Shares	5	Ravikumar Krishnamurthi	Nitish Somnath Bhambri	Transfer	10	640,000.00	Cash
July 12, 2024	Equity Shares	98	Ravikumar Krishnamurthi	Pratithi Growth Fund I	Transfer	10	600,000.00	Cash
November 29, 2024	Equity Shares	20	Ravikumar Krishnamurthi	Chinamay Parikh joint with Govindlal Parikh	Transfer	10	640,000.00	Cash
Selling Shareholders								
360 One Special Opportunities Fund – Series 8								
May 30, 2024	Equity Shares	31	Montane Ventures, represented through its trustee, Vistra ITCL (India) Limited	360 One Special Opportunities Fund – Series 8	Transfer	10	528,429.51	Cash
	Series E1 CCPS	308	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	360 One Special Opportunities Fund – Series 8	Transfer	100	528,429.51	Cash
June 3, 2024	Equity Shares	852	Montane Ventures, represented through its trustee, Vistra ITCL (India) Limited	360 One Special Opportunities Fund – Series 8	Transfer	10	528,429.51	Cash
November 8, 2024	Equity Shares	83	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	360 One Special Opportunities Fund – Series 8	Transfer	10	850,000.00	Cash
360 One Monopolistic Market Intermediaries Fund								
May 30, 2024	Equity Shares	10	TR Capital III Mauritius	360 One Monopolistic Market Intermediaries Fund	Transfer	10	528,429.51	Cash
	Series B CCPS	59	TR Capital III Mauritius	360 One Monopolistic Market Intermediaries Fund	Transfer	10	528,429.51	Cash
	Series C CCPS	416	TR Capital III Mauritius	360 One Monopolistic Market Intermediaries Fund	Transfer	100	528,429.51	Cash
	Series E1 CCPS	342	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	360 One Monopolistic Market Intermediaries Fund	Transfer	100	528,429.51	Cash
November 8, 2024	Equity Shares	56	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	360 One Monopolistic Market Intermediaries Fund	Transfer	10	850,000.00	Cash
A91 Emerging Fund II LLP								
May 30, 2024	Equity Shares	22	Nexus India Ventures I Investments	A91 Emerging Fund II LLP	Transfer	10	528,429.51	Cash
	Series A CCPS	1,256	Nexus India Ventures I Investments	A91 Emerging Fund II LLP	Transfer	10	528,429.51	Cash

Date of transfer of securities	Nature of securities	Number of securities transferred	Details of transferor(s)	Details of transferee(s)	Nature of Transaction	Face value per security (₹)	Transfer price per security (₹)	Nature of consideration
	Series B CCPS	54	Nexus India Ventures I Investments	A91 Emerging Fund II LLP	Transfer	10	528,429.51	Cash
	Series B CCPS	1,888	TR Capital III Mauritius	A91 Emerging Fund II LLP	Transfer	10	528,429.51	Cash
	Series C CCPS	767	Nexus India Ventures I Investments	A91 Emerging Fund II LLP	Transfer	100	528,429.51	Cash
	Series D1 CCPS	762	Nexus India Ventures I Investments	A91 Emerging Fund II LLP	Transfer	100	528,429.51	Cash
NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)								
March 22, 2016	Equity Shares	142	Jain Sons Finlease Limited	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Transfer	10	113,831.00	Cash
May 30, 2024	Series E1 CCPS	342	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	360 One Monopolistic Market Intermediaries Fund	Transfer	100	528,429.51	Cash
	Series E1 CCPS	308	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	360 One Special Opportunities Fund - Series 8	Transfer	100	528,429.51	Cash
	Series E1 CCPS	190	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Rashi Mehrotra	Transfer	100	528,429.51	Cash
July 19, 2024	Equity Shares	10	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Rajesh Rai	Transfer	10	528,429.51	Cash
October 17, 2024	Equity Shares	8	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Denzil Arambhan	Transfer	10	850,000.00	Cash
	Equity Shares	230	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Pratithi Growth Fund I	Transfer	10	850,000.00	Cash
October 21, 2024	Equity Shares	1	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Upendra Bhandarkar	Transfer	10	850,000.00	Cash
October 25, 2024	Equity Shares	96	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Prof. Shashikanth Suryanarayanan	Transfer	10	850,000.00	Cash
November 8, 2024	Equity Shares	56	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	360 One Monopolistic Market Intermediaries Fund	Transfer	10	850,000.00	Cash
	Equity Shares	83	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	360 One Special Opportunities Fund - Series 8	Transfer	10	850,000.00	Cash
	Equity Shares	10	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship	Ankita Vivek Kapur	Transfer	10	850,000.00	Cash

Date of transfer of securities	Nature of securities	Number of securities transferred	Details of transferor(s)	Details of transferee(s)	Nature of Transaction	Face value per security (₹)	Transfer price per security (₹)	Nature of consideration
			Services Private Limited)					
November 16, 2024	Equity Shares	1	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Norbert Cyril Fernandes	Transfer	10	850,000.00	Cash
November 22, 2024	Equity Shares	60	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	E-City Hi-tech Projects LLP	Transfer	10	850,000.00	Cash
January 29, 2025	Equity Shares	4	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Bhaskaran Raman jointly with Kameswari Chebrolu	Transfer	10	850,000.00	Cash
July 28, 2025	Equity Shares	16	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Whiteoak Capital Equity Fund	Transfer	10	1,346,217.00	Cash
	Equity Shares	37	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Tibrewala Electronics Limited	Transfer	10	1,346,217.00	Cash
	Equity Shares	7	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Suresh Dolatram Nandwana	Transfer	10	1,346,217.00	Cash
	Equity Shares	7	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Himanshubhai Dolatram Nandwana	Transfer	10	1,346,217.00	Cash
	Equity Shares	283	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Whiteoak Capital India Opportunities Fund	Transfer	10	1,346,217.00	Cash
September 3, 2025	Equity Shares	350	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Spark Midas Investment Fund I	Transfer	10	1,465,874.00	Cash
Xponentia Opportunities Limited[&]								
May 30, 2024	Series A CCPS	596	Nexus India Ventures I Investments	Xponentia Opportunities Limited	Transfer	10	528,429.51	Cash
	Series B CCPS	349	Nexus India Ventures I Investments	Xponentia Opportunities Limited	Transfer	10	528,429.51	Cash
Xponentia Opportunities Fund II								
May 30, 2024	Series A CCPS	2,319	Nexus India Ventures I Investments	Xponentia Opportunities Fund II	Transfer	10	528,429.51	Cash
Atul Hiralal Shah[&]								
May 30, 2024	Equity Shares	28	Nexus India Ventures I Investments	Atul Hiralal Shah	Transfer	10	528,429.51	Cash
Bakul Hiralal Shah[&]								
May 30, 2024	Equity Shares	28	Nexus India Ventures I Investments	Bakul Hiralal Shah	Transfer	10	528,429.51	Cash
Bhavya Kapoor[&]								
May 30, 2024	Series A	10	Nexus India Ventures I Investments	Bhavya Kapoor	Transfer	10	528,429.51	Cash

Date of transfer of securities	Nature of securities	Number of securities transferred	Details of transferor(s)	Details of transferee(s)	Nature of Transaction	Face value per security (₹)	Transfer price per security (₹)	Nature of consideration
	CCPS							
Capri Global Holdings Private Limited&								
May 30, 2024	Series B CCPS	126	Nexus India Ventures I Investments	Capri Global Holdings Private Limited	Transfer	10	528,429.51	Cash
	Equity Shares	63	Nexus India Ventures I Investments	Capri Global Holdings Private Limited	Transfer	10	528,429.51	Cash
Cyrus Jamshed Guzder								
May 24, 2023	Equity Shares	88	Ananthapadmanabhan Guruswamy	Cyrus Jamshed Guzder	Transfer	10	510,000.00	Cash
Devang Mehta&								
May 30, 2024	Series A CCPS	37	Nexus India Ventures I Investments	Devang Mehta	Transfer	10	528,429.51	Cash
Devinjit Singh&								
May 30, 2024	Series A CCPS	15	Nexus India Ventures I Investments	Devinjit Singh	Transfer	10	528,429.51	Cash
HDFC Life Insurance Company Limited&								
September 18, 2024##	Equity Shares	946	Xponentia Benefit LLP	HDFC Life Insurance Company Limited**	Transfer	10	560,515.66	Cash
Himanshu Kantilal Sanghavi HUF&								
May 30, 2024	Equity Shares	56	Nexus India Ventures I Investments	Himanshu Kantilal Sanghavi HUF	Transfer	10	528,429.51	Cash
Mace Private Limited								
May 30, 2024	Series B CCPS	446	Nexus India Ventures I Investments	Mace Private Limited	Transfer	10	528,429.51	Cash
	Series D CCPS	648	Nexus India Ventures I Investments	Mace Private Limited	Transfer	100	464,822.25	Cash
	Series E CCPS	797	Nexus India Ventures I Investments	Mace Private Limited	Transfer	100	454,833.93	Cash
Perumal Ramamurthy Srinivasan&								
May 30, 2024	Equity Shares	15	Nexus India Ventures I Investments	Perumal Ramamurthy Srinivasan	Transfer	10	528,429.51	Cash
Rahul Bahri&								
May 30, 2024	Equity Shares	4	Nexus India Ventures I Investments	Rahul Bahri	Transfer	10	528,429.51	Cash
Society for Innovation and Entrepreneurship								
May 30, 2008	Equity Shares	245	Prof. Shashikanth Suryanarayanan	Society for Innovation and Entrepreneurship	Transfer	10	10.00	Cash
	Equity Shares	245	Pushkaraj Panse	Society for Innovation and Entrepreneurship	Transfer	10	10.00	Cash
	Equity Shares	98	Manish Sharma	Society for Innovation and Entrepreneurship	Transfer	10	10.00	Cash
	Equity Shares	84	Amit Arun Dixit	Society for Innovation and Entrepreneurship	Transfer	10	10.00	Cash
	Equity Shares	28	Arvind Athavale	Society for Innovation and Entrepreneurship	Transfer	10	10.00	Cash
October 5, 2009	Equity Shares	54	Society for Innovation and Entrepreneurship	Prof. Shashikanth Suryanarayanan	Transfer	10	5,300.00	Cash
April 1, 2010	Equity Shares	54	Society for Innovation and Entrepreneurship	Manisha Panse	Transfer	10	5,300.00	Cash
	Equity Shares	125	Society for Innovation and Entrepreneurship	Mallika R Iyer	Transfer	10	4,240.00	Cash
May 28, 2012	Equity Shares	100	Society for Innovation and Entrepreneurship	Nexus India Ventures I Investments	Transfer	10	15,332.20	Cash

Date of transfer of securities	Nature of securities	Number of securities transferr ed	Details of transferor(s)	Details of transferee(s)	Nature of Transaction	Face value per security (₹)	Transfer price per security (₹)	Nature of consideration
May 8, 2013	Equity Shares	80	Society for Innovation and Entrepreneurship	Nexus India Ventures I Investments	Transfer	10	25,000.00	Cash
May 30, 2019	Equity Shares	15	Society for Innovation and Entrepreneurship	Montane Ventures, represented through its trustee, Vistra ITCL (India) Limited	Transfer	10	285,241.00	Cash
SVS Trust No IV[&]								
May 30, 2024	Series B CCPS	189	Nexus India Ventures I Investments	SVS Trust No IV	Transfer	10	528,429.51	Cash
Venktesh Investment and Trading Company Private Limited[&]								
May 30, 2024	Equity Shares	141	Nexus India Ventures I Investments	Venktesh Investment and Trading Company Private Limited	Transfer	10	528,429.51	Cash

**As certified by S K Patodia & Associates LLP, Chartered Accountants, pursuant to their certificate dated February 25, 2026.*

^ Also a Selling Shareholder.

[@] *Transfer of Equity Shares by way of transmission.*

[$] *Transfer of Equity Shares by way of gift.*

[**] *HDFC Life Insurance Company Limited is holding equity shares through two demat accounts and accordingly the aggregated shareholding have been reflected here.*

[##] *The cash consideration for this transfer was paid on September 17, 2024*

[&] *Xponentia Opportunities Limited, HDFC Life Insurance Company Limited, Capri Global Holdings Private Limited, SVS Trust No. IV, Venktesh Investment and Trading Company Private Limited, Himanshu Kantilal Sanghavi HUF, Devang Mehta, Atul Hiralal Shah, Bakul Hiralal Shah, Devinjit Singh, Perumal Ramamurthy Srinivasan, Bhavya Kapoor and Rahul Bahri, hold their equity shares in our Company through their separate co-investment portfolio management services arrangements executed with Xponentia Capital Partners LLP, being the co-investment portfolio manager, in accordance with the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as amended.*

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2. **Issue of shares through bonus issue or for consideration other than cash or out of revaluation reserves**

As on the date of this Red Herring Prospectus, our Company has not issued any Equity Shares or Preference Shares out of revaluation reserves since incorporation.

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash or through bonus issue since its incorporation. Further, our Company has not issued Preference Shares through bonus issue or for consideration other than cash.

Date of allotment	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason for allotment	Benefits accrued to our Company
September 22, 2025	43,569,934	10	NA	Bonus issue in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 each for every one Equity Share of face value of ₹10 each held by such holders of Equity Shares of our Company, whose names appear in the list of beneficial owners^ on the record date, i.e., September 18, 2025)	NA

^ *This includes Equity Shares belonging to one Shareholder, holding Equity Shares in physical form at the time of allotment of such bonus Equity Shares, which were held by the Company SEDEMAC Mechatronics Limited unclaimed securities suspense escrow account till the Shareholder opens demat account.*

3. **Issue of shares pursuant to schemes of arrangement**

As on the date of this Red Herring Prospectus, our Company has not allotted any Equity Shares or Preference Shares pursuant to any scheme of arrangement approved under Section 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act.

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

Except as disclosed under "- *Notes to the Capital Structure – Share Capital history of our Company – (a) Equity Share capital*" on page 97, our Company has not issued any Equity Shares pursuant to exercise of stock options granted pursuant to the employee stock option scheme. For details of outstanding options granted pursuant to ESOP 2014 and ESOP 2025, see "- *Employee stock option plans*" on page 132.

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

The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Offer Closing Date. The details of Equity Shares issued by our Company in the last one year preceding the date of filing of this Red Herring Prospectus which may have been issued at a price lower than the Offer Price is disclosed in "– *Notes to Capital Structure – Share capital history of our Company – (a) Equity Share capital*" on page 97.

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

6. Shareholding pattern of our Company

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares of face value of ₹10 each held (IV)	Number of Partly paid-up equity shares of face value of ₹10 each 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+C)	Number of Voting Rights held in each class of securities (IX) – Number of Voting Rights – Class e.g.: Equity Shares	Number of Voting Rights held in each class of securities (IX) – Number of Voting Rights – Class e.g.: Others	Number of Voting Rights held in each class of securities (IX) – Number of Voting Rights – Total	Number of Voting Rights held in each class of securities (IX) – Total as a % of (A+B+ C)	Number of equity shares of face value of ₹10 each Underlying Outstanding convertible securities (including Warrants, ESOP, etc.) (X)	Total No of shares on fully diluted basis (including warrants, ESOP, convertible securities etc.) (XI)=(VII+X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII) = (VII)+(X) As a % of (A+B+C)	Number of Locked in shares (XIII) – Number (a)	Number of Locked in shares (XIII) – As a % of total Shares held (b)	Number of equity shares of face value of ₹10 pledged (XIV) – Number (a)	Number of equity shares of face value of ₹10 pledged (XIV) – As a % of total Shares held (b)	Non-Disposal Undertaking (XV)	Other encumbrances, if any (XVI)	Total number of shares encumbered (XVII)=(XIII)+(XIV)+(XV)+(XVI)	Number of equity shares held in dematerialized form^ (XVIII)
(A)	Promoter and Promoter Group	8	11,698,500	-	-	11,698,500	26.49	11,698,500	-	11,698,500	26.49	-	11,698,500	26.44	-	-	-	-	-	-	-	11,698,500
(B)	Public	160	32,463,000	-	-	32,463,000	73.51	32,463,000	-	32,463,000	73.51	78,000	32,541,000	73.56	-	-	-	-	-	-	-	32,462,997
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**168**	**44,161,500**	-	-	**44,161,500**	**100.00**	**44,161,500**	-	**44,161,500**	**100.00**	**78,000**	**44,239,500**	**100.00**	-	-	-	-	-	-	-	**44,161,497**

^ *This includes Equity Shares belonging to one Shareholder, holding Equity Shares in physical form at the time of allotment of such bonus Equity Shares, which were held by the Company in Sedemac Mechatronics Limited unclaimed securities suspense escrow account till the Shareholder opens demat account.*

7. Details of shareholding of major shareholders of our Company

(a) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis and the number of equity shares held by them, as on the date of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹10	Percentage of the pre-Offer Equity Share capital on a fully diluted basis* (%)
1.	A91 Emerging Fund II LLP	8,035,500	18.16
2.	Prof. Shashikanth Suryanarayanan	7,150,500	16.16
3.	Xponentia Opportunities Fund II	3,478,500	7.86
4.	Mace Private Limited	2,553,000	5.77
5.	360 One Special Opportunities Fund – Series 8	2,269,500	5.13
6.	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	1,935,000	4.37
7.	360 One Monopolistic Market Intermediaries Fund	1,575,000	3.56
8.	HDFC Life Insurance Company Limited^	1,419,000	3.21
9.	Xponentia Opportunities Limited	1,417,500	3.20
10.	Amit Arun Dixit	1,245,000	2.81
11.	Mallika R Iyer	1,234,500	2.79
12.	Pushkaraj Panse	874,500	1.98
13.	Manish Sharma	864,000	1.95
14.	CGH Amsia S.A.R.L.	861,000	1.95
15.	Spark Midas Investment Fund I	717,000	1.62
16.	Catamaran Ventures LLP	688,500	1.56
17.	SARV Investments Limited	682,500	1.54
18.	Pratithi Growth Fund I	595,500	1.35
19.	Anaykumar Avinash Joshi	591,000	1.34
20.	Ashwini Amit Dixit	541,500	1.22
	Total	**38,728,500**	**87.54**

** Based on the beneficiary position statement dated February 24, 2026 and register of members. Calculated taking into account the number of Equity Shares which would have resulted upon exercise of vested options under ESOP 2014.*

^ Includes Equity Shares deposited in all the depository accounts of HDFC Life Insurance Company Limited.

(b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis and the number of equity shares held by them, as of ten days prior to the date of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹10	Percentage of the pre-Offer Equity Share capital on a fully diluted basis* (%)
1.	A91 Emerging Fund II LLP	8,035,500	18.16
2.	Prof. Shashikanth Suryanarayanan	7,150,500	16.16
3.	Xponentia Opportunities Fund II	3,478,500	7.86
4.	Mace Private Limited	2,553,000	5.77
5.	360 One Special Opportunities Fund – Series 8	2,269,500	5.13
6.	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	1,935,000	4.37
7.	360 One Monopolistic Market Intermediaries Fund	1,575,000	3.56
8.	HDFC Life Insurance Company Limited^	1,419,000	3.21
9.	Xponentia Opportunities Limited	1,417,500	3.20
10.	Amit Arun Dixit	1,245,000	2.81
11.	Mallika R Iyer	1,234,500	2.79
12.	Pushkaraj Panse	874,500	1.98
13.	Manish Sharma	864,000	1.95
14.	CGH Amsia S.A.R.L.	861,000	1.95
15.	Spark Midas Investment Fund I	717,000	1.62
16.	Catamaran Ventures LLP	688,500	1.56
17.	SARV Investments Limited	682,500	1.54
18.	Pratithi Growth Fund I	595,500	1.35
19.	Anaykumar Avinash Joshi	591,000	1.34
20.	Ashwini Amit Dixit	541,500	1.22
	Total	**38,728,500**	**87.54**

** Based on the beneficiary position statement dated February 13, 2026 and register of members. Calculated taking into account the number of Equity Shares which would have resulted upon exercise of vested options under ESOP 2014.*

^ Includes Equity Shares deposited in all the depository accounts of HDFC Life Insurance Company Limited.

(c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis and the number of equity shares held by them, as of one year prior to the date of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹10	Percentage of the pre-Offer Equity Share capital on a fully diluted basis* (%)
1.	A91 Emerging Fund II LLP	5,357	18.36
2.	Prof. Shashikanth Suryanarayanan	4,896	16.78
3.	Xponentia Opportunities Fund – II	2,319	7.95
4.	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	1,990	6.82
5.	Mace Private Limited	1,702	5.83
6.	360 One Special Opportunity Fund - Series 8	1,513	5.18
7.	360 One Monopolistic Market Intermediaries Fund	1,050	3.60
8.	HDFC Life Insurance Company Limited^	946	3.24
9.	Xponentia Opportunities Limited	945	3.24
10.	Mallika R Iyer	883	3.03
11.	Amit Arun Dixit	827	2.83
12.	Iron Pillar Fund I Ltd	650	2.23
13.	Manish Sharma	586	2.01
14.	Pushkaraj Panse	583	2.00
15.	Raintree Family Office LLP	539	1.85
16.	Pratithi Growth Fund I	397	1.36
17.	Iron Pillar India Fund I (acting through IP Ventures Advisors Private Limited)	383	1.31
18.	Ashwini Amit Dixit	361	1.24
	Total	**25,927**	**88.85**

**Based on the beneficiary position statement dated February 25, 2025 and register of members. Calculated taking into account the number of Equity Shares which would have resulted upon exercise of vested options under ESOP 2014.*
^Includes Equity Shares deposited in all the depository accounts of HDFC Life Insurance Company Limited.

(d) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis and the number of equity shares held by them, as of two years prior to the date of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹10	Percentage of the pre-Offer Equity Share capital (%)	Number of Equity Shares on a fully diluted basis*	Percentage of the pre-Offer Equity Share capital on a fully diluted basis* (%)
1.	Nexus India Ventures I Investments	357	3.19	9,485	33.83
2.	Prof. Shashikanth Suryanarayanan	4,800	42.84	4,800	17.12
3.	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	142	1.27	3,389	12.09
4.	TR Capital III Mauritius	10	0.09	2,533	9.04
5.	Mallika R Iyer	1,120	10.00	1,120	4.00
6.	Amit Arun Dixit	908	8.10	908	3.24
7.	Montane Ventures, represented through its trustee, Vistra ITCL (India) Limited	883	7.88	883	3.15
8.	Iron Pillar Fund I Ltd	6	0.05	650	2.32
9.	Manish Sharma	592	5.28	592	2.11
10.	Pushkaraj Panse	583	5.20	583	2.08
11.	Raintree Family Office LLP	539	4.81	539	1.92
12.	Iron Pillar India Fund I (acting through IP Ventures Advisors Private Limited)	4	0.04	383	1.37
13.	Society for Innovation and Entrepreneurship	272	2.43	272	0.97
14.	Rajani Iyer	182	1.62	182	0.65
15.	Ravikumar Krishnamurthi	155	1.38	155	0.55
16.	Bilahari Trust, represented by its trustee Namakal S Parthasarathy	150	1.34	150	0.54

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹10	Percentage of the pre-Offer Equity Share capital (%)	Number of Equity Shares on a fully diluted basis*	Percentage of the pre-Offer Equity Share capital on a fully diluted basis* (%)
	Total	**10,703**	**95.52**	**26,624**	**94.97**

* *Based on the beneficiary position statement dated February 23, 2024 and register of members. Calculated taking into account the number of Equity Shares which would have resulted upon conversion of all outstanding Preference Shares, as of such date, and exercise of vested options under ESOP 2014.*

8. History of the share capital held by our Promoters

As on the date of this Red Herring Prospectus, our Promoters hold, in aggregate, 9,850,500 Equity Shares of face value of ₹10 each equivalent to 22.26% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis.

a. *Build-up of the shareholding of our Promoters in our Company*

The details regarding the equity shareholding of our Promoters since incorporation of our Company is set forth in the table below.

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Date of Allotment/Transfer	Number of Equity Shares	Nature of Transaction	Nature of Consideration	Face Value per Equity Share (₹)	Issue Price/Transfer Price per Equity Share (₹)	Percentage of the pre- Offer Equity Share capital on a fully diluted basis@(%)	Percentage of post-Offer capital (%)&
Prof. Shashikanth Suryanarayanan							
December 15, 2007	3,425	Allotment pursuant to initial subscription to the Memorandum of Association	Cash	10	10.00	0.01	[●]
May 23, 2008	75	Transfer of 75 Equity Shares of face value of ₹10 from Manish Sharma	Cash	10	10.00	Negligible*	[●]
May 30, 2008	(245)	Transfer of 245 Equity Shares of face value of ₹10 to Society for Innovation and Entrepreneurship	Cash	10	10.00	Negligible*	[●]
July 23, 2008	465	Transfer of 465 Equity Shares of face value of ₹10 from Amit Arun Dixit	Cash	10	10.00	Negligible*	[●]
August 1, 2008	(399)	Transfer of 399 Equity Shares of face value of ₹10 to Arvind Athavale	Cash	10	10.00	Negligible*	[●]
October 5, 2009	511	Transfer of 511 Equity Shares of face value of ₹10 from Manish Sharma	Cash	10	10.00	Negligible*	[●]
October 5, 2009	103	Transfer of 103 Equity Shares of face value of ₹10 from Pushkaraj Panse	Cash	10	10.00	Negligible*	[●]
October 5, 2009	54	Transfer of 54 Equity Shares of face value of ₹10 from Society for Innovation and Entrepreneurship	Cash	10	5,300.00	Negligible*	[●]
October 5, 2009	101	Transfer of 101 Equity Shares of face value of ₹10 from Arvind Athavale	Cash	10	10.00	Negligible*	[●]
August 1, 2011	(161)	Transfer of 161 Equity Shares of face value of ₹10 to Arvind Athavale	Cash	10	10.00	Negligible*	[●]
August 2, 2011	168	Transfer of 168 Equity Shares of face value of ₹10 from Manish Sharma	Cash	10	1,500.00	Negligible*	[●]
February 13, 2013	92	Transfer of 92 Equity Shares of face value of ₹10 from Arvind Athavale	Cash	10	4,000.00	Negligible*	[●]
June 9, 2015	(167)	Transfer of 167 Equity Shares of face value of ₹10 to Nexus India Ventures I Investments	Cash	10	65,617.00	Negligible*	[●]
August 14, 2018	1,000	Transfer of 1,000 Equity Shares of face value of ₹10 from Pushkaraj Panse	Cash	10	103,151.00	Negligible*	[●]
September 26, 2018	970	Transfer of 970 Equity Shares of face value of ₹10 from Pushkaraj Panse	Cash	10	103,151.00	Negligible*	[●]
May 29, 2019	(530)	Transfer of 530 Equity Shares of face value of ₹10 to Montane Ventures, represented through its trustee, Vistra ITCL (India) Limited	Cash	10	285,241.00	Negligible*	[●]
November 18, 2020	(20)	Transfer of 20 Equity Shares of face value of ₹10 to Amit Arun Dixit	Cash	10	170,269.00	Negligible*	[●]
November 18, 2020	(7)	Transfer of 7 Equity Shares of face value of ₹10 to Manish Sharma	Cash	10	170,269.00	Negligible*	[●]
August 29, 2022	(100)	Transfer of 100 Equity Shares of face value of ₹10 to Bilahari Trust, represented by its trustee Namakal S Parthasarathy	Cash	10	500,000.00	Negligible*	[●]
November 4, 2022	(50)	Transfer of 50 Equity Shares of face value of ₹10 to Bilahari Trust, represented by its trustee Namakal S Parthasarathy	Cash	10	500,000.00	Negligible*	[●]
February 24, 2023	(485)	Transfer of 485 Equity Shares of face value of ₹10 to Raintree Family Office LLP	Cash	10	532,000.00	Negligible*	[●]
October 25, 2024	96	Transfer of 96 Equity Shares of face value of ₹10 from NRJN Family Trust (represented by Entrust Family Office Legal and Trusteeship Services Private Limited)	Cash	10	850,000.00	Negligible*	[●]
August 25, 2025	(34)	Transfer of 34 Equity Shares of face value of ₹10 to Ashoka India Equity Investment Trust Plc	Cash	10	1,465,874.00	Negligible*	[●]
September 1, 2025	40	Allotment of 40 Equity Shares pursuant to conversion of warrants#	Cash	10	1,000,000.00	Negligible*	[●]
September 10, 2025	(135)	Transfer of 135 Equity Shares of face value of ₹10 to SARV Investments Limited	Cash	10	1,465,874.00	Negligible*	[●]

Date of Allotment/Transfer	Number of Equity Shares	Nature of Transaction	Nature of Consideration	Face Value per Equity Share (₹)	Issue Price/Transfer Price per Equity Share (₹)	Percentage of the pre- Offer Equity Share capital on a fully diluted basis@(%)	Percentage of post-Offer capital (%)&
September 22, 2025	7,145,733	Bonus issue in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 for every one Equity Share of face value of ₹10 held)	NA	10	NA	16.15	[●]
Total	**7,150,500**					**16.16**	[●]
Amit Arun Dixit							
December 15, 2007	1,832	Allotment pursuant to initial subscription to the Memorandum of Association	Cash	10	10.00	Negligible*	[●]
May 23, 2008	(632)	Transfer of 632 Equity Shares of face value of ₹10 to Pushkaraj Panse	Cash	10	10.00	Negligible*	[●]
May 30, 2008	(84)	Transfer of 84 Equity Shares of face value of ₹10 to Society for Innovation and Entrepreneurship	Cash	10	10.00	Negligible*	[●]
July 23, 2008	(465)	Transfer of 465 Equity Shares of face value of ₹10 to Prof. Shashikanth Suryanarayanan	Cash	10	10.00	Negligible*	[●]
July 23, 2008	(465)	Transfer of 465 Equity Shares of face value of ₹10 to Pushkaraj Panse	Cash	10	10.00	Negligible*	[●]
July 23, 2008	(186)	Transfer of 186 Equity Shares of face value of ₹10 to Manish Sharma	Cash	10	10.00	Negligible*	[●]
October 5, 2009	818	Transfer of 818 Equity Shares of face value of ₹10 from Arvind Athavale	Cash	10	10.00	Negligible*	[●]
August 1, 2011	(43)	Transfer of 43 Equity Shares of face value of ₹10 to Arvind Athavale	Cash	10	10.00	Negligible*	[●]
August 2, 2011	67	Transfer of 67 Equity Shares of face value of ₹10 from Pushkaraj Panse	Cash	10	1,500.00	Negligible*	[●]
August 2, 2011	168	Transfer of 168 Equity Shares of face value of ₹10 from Arvind Athavale	Cash	10	1,500.00	Negligible*	[●]
May 27, 2019	(122)	Transfer of 122 Equity Shares of face value of ₹10 to Montane Ventures, represented through its trustee, Vistra ITCL (India) Limited	Cash	10	285,241.00	Negligible*	[●]
November 18, 2020	20	Transfer of 20 Equity Shares of face value of ₹10 from Prof. Shashikanth Suryanarayanan	Cash	10	170,269.00	Negligible*	[●]
May 22, 2024	(5)	Transfer of 5 Equity Shares of face value of ₹10 to Denzil Arambhan	Cash	10	640,000.00	Negligible*	[●]
May 22, 2024	(5)	Transfer of 5 Equity Shares of face value of ₹10 to Maitrey Ananthapadmanabhan	Cash	10	600,000.00	Negligible*	[●]
May 22, 2024	(22)	Transfer of 22 Equity Shares of face value of ₹10 to DEMECH Overseas Construction Private Limited	Cash	10	640,000.00	Negligible*	[●]
July 8, 2024	(49)	Transfer of 49 Equity Shares of face value of ₹10 to Pratithi Growth Fund I	Cash	10	600,000.00	Negligible*	[●]
August 29, 2025	(7)	Transfer of 7 Equity Shares of face value of ₹10 to Bezawada Karthik Reddy	Cash	10	1,465,874.00	Negligible*	[●]
September 2, 2025	(50)	Transfer of 50 Equity Shares of face value of ₹10 to Spark Midas Investment Fund I	Cash	10	1,465,874.00	Negligible*	[●]
September 3, 2025	100	Allotment of 100 Equity Shares pursuant to conversion of warrants#	Cash	10	1,000,000.00	Negligible*	[●]
September 10, 2025	(40)	Transfer of 40 Equity Shares of face value of ₹10 to SARV Investments Limited	Cash	10	1,465,874.00	Negligible*	[●]
September 22, 2025	1,244,170	Bonus issue in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 for every one Equity Share of face value of ₹10 held)	NA	10	NA	2.81	[●]
Total	**1,245,000**					**2.81**	[●]
Manish Sharma							
December 15, 2007	2,223	Allotment pursuant to initial subscription to the Memorandum of Association	Cash	10	10.00	0.01	[●]

Date of Allotment/Transfer	Number of Equity Shares	Nature of Transaction	Nature of Consideration	Face Value per Equity Share (₹)	Issue Price/Transfer Price per Equity Share (₹)	Percentage of the pre- Offer Equity Share capital on a fully diluted basis[@](%)	Percentage of post-Offer capital (%)[&]
May 23, 2008	(75)	Transfer of 75 Equity Shares of face value of ₹10 to Prof. Shashikanth Suryanarayanan	Cash	10	10.00	Negligible*	[●]
May 23, 2008	(348)	Transfer of 348 Equity Shares of face value of ₹10 to Pushkaraj Panse	Cash	10	10.00	Negligible*	[●]
May 23, 2008	(400)	Transfer of 400 Equity Shares of face value of ₹10 to Arvind Athavale	Cash	10	10.00	Negligible*	[●]
May 30, 2008	(98)	Transfer of 98 Equity Shares of face value of ₹10 to Society for Innovation and Entrepreneurship	Cash	10	10.00	Negligible*	[●]
July 23, 2008	186	Transfer of 186 Equity Shares of face value of ₹10 from Amit Arun Dixit	Cash	10	10.00	Negligible*	[●]
August 1, 2008	(159)	Transfer of 159 Equity Shares of face value of ₹10 to Arvind Athavale	Cash	10	10.00	Negligible*	[●]
October 5, 2009	(511)	Transfer of 511 Equity Shares of face value of ₹10 to Prof. Shashikanth Suryanarayanan	Cash	10	10.00	Negligible*	[●]
August 1, 2011	(43)	Transfer of 43 Equity Shares of face value of ₹10 to Arvind Athavale	Cash	10	10.00	Negligible*	[●]
August 2, 2011	(168)	Transfer of 168 Equity Shares of face value of ₹10 to Prof. Shashikanth Suryanarayanan	Cash	10	1,500.00	Negligible*	[●]
February 13, 2013	24	Transfer of 24 Equity Shares of face value of ₹10 from Arvind Athavale	Cash	10	4,000.00	Negligible*	[●]
May 27, 2019	(46)	Transfer of 46 Equity Shares of face value of ₹10 to Montane Ventures, represented through its trustee, Vistra ITCL (India) Limited	Cash	10	285,241.00	Negligible*	[●]
November 18, 2020	7	Transfer of 7 Equity Shares of face value of ₹10 from Prof. Shashikanth Suryanarayanan	Cash	10	170,269.00	Negligible*	[●]
May 22, 2024	(65)	Transfer of 65 Equity Shares of face value of ₹10 to Ashwini Amit Dixit	Cash	10	150,000.00	Negligible*	[●]
May 22, 2024	123	Transfer of 123 Equity Shares of face value of ₹10 from Mallika R Iyer	Cash	10	150,000.00	Negligible*	[●]
May 31, 2024	(38)	Transfer of 38 Equity Shares of face value of ₹10 to Priyanka Manish Sharma by way of a gift	NA	10	Nil	Negligible*	[●]
July 9, 2024	(20)	Transfer of 20 Equity Shares of face value of ₹10 to Pratithi Growth Fund I	Cash	10	600,000.00	Negligible*	[●]
July 12, 2024	(5)	Transfer of 5 Equity Shares of face value of ₹10 to Siddharth Kiyawat jointly with Supriya Pandit	Cash	10	640,000.00	Negligible*	[●]
January 7, 2025	(1)	Transfer of 1 Equity Shares of face value of ₹10 to Anuradha Subhashchandra Rao	Cash	10	640,000.00	Negligible*	[●]
August 25, 2025	20	Allotment of 20 Equity Shares pursuant to conversion of warrants[#]	Cash	10	1,000,000	Negligible*	[●]
September 10, 2025	(30)	Transfer of 30 Equity Shares of face value of ₹10 to Pace Commodity Brokers Private Limited	Cash	10	1,465,874.00	Negligible*	[●]
September 22, 2025	863,424	Bonus issue in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 for every one Equity Share of face value of ₹10 held)	NA	10	NA	1.94	[●]
Total	**864,000**					**1.95**	[●]
Anaykumar Avinash Joshi							
October 12, 2023	2	Allotment of 2 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	Cash	10	10.00	Negligible*	[●]

Date of Allotment/Transfer	Number of Equity Shares	Nature of Transaction	Nature of Consideration	Face Value per Equity Share (₹)	Issue Price/Transfer Price per Equity Share (₹)	Percentage of the pre- Offer Equity Share capital on a fully diluted basis[@](%)	Percentage of post-Offer capital (%)[&]
October 12, 2023	14	Allotment of 14 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	Cash	10	66,000.00	Negligible*	[●]
November 24, 2023	(4)	Transfer of 4 Equity Shares of face value of ₹10 to Maheshkumar	Cash	10	600,000.00	Negligible*	[●]
November 24, 2023	(10)	Transfer of 10 Equity Shares of face value of ₹10 to Darryl John D'souza	Cash	10	600,000.00	Negligible*	[●]
November 24, 2023	(1)	Transfer of 1 Equity Shares of face value of ₹10 to Ajay Kothari	Cash	10	600,000.00	Negligible*	[●]
January 29, 2024	(1)	Transfer of 1 Equity Shares of face value of ₹10 to Amrit Ambirajan	Cash	10	600,000.00	Negligible*	[●]
November 6, 2024	16	Allotment of 16 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	Cash	10	66,000.00	Negligible*	[●]
January 23, 2025	(5)	Transfer of 5 Equity Shares of face value of ₹10 to Nihas Basheer	Cash	10	850,000.00	Negligible*	[●]
January 23, 2025	(5)	Transfer of 5 Equity Shares of face value of ₹10 to Pankaj Kalra	Cash	10	850,000.00	Negligible*	[●]
February 3, 2025	(6)	Transfer of 6 Equity Shares of face value of ₹10 to Pankaj Kalra	Cash	10	850,000.00	Negligible*	[●]
February 13, 2025	20	Allotment of 20 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	Cash	10	66,000.00	Negligible*	[●]
February 28, 2025	12	Allotment of 12 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	Cash	10	66,000.00	Negligible*	[●]
March 21, 2025	10	Allotment of 10 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	Cash	10	66,000.00	Negligible*	[●]
July 18, 2025	78	Allotment of 78 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	Cash	10	66,000.00	Negligible*	[●]
	18	Allotment of 18 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	Cash	10	212,593.00	Negligible*	[●]
August 12, 2025	(36)	Transfer of 36 Equity Shares of face value of ₹10 to Astrone Capital VCC- Arven	Cash	10	1,346,217.00	Negligible*	[●]
August 13, 2025	82	Allotment of 82 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	Cash	10	212,593.00	Negligible*	[●]
August 26, 2025	150	Allotment of 150 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	Cash	10	370,000.00	Negligible*	[●]
September 3, 2025	60	Allotment of 60 Equity Shares pursuant to conversion of warrants[#]	Cash	10	1,000,000.00	Negligible*	[●]
September 22, 2025	590,606	Bonus issue in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 for every one Equity Share of face value of ₹10 held)	NA	10	NA	1.34	[●]
Total	**591,000**					**1.34**	[●]

[@] *Assuming exercise of vested options under ESOP 2014.*

[*] *Less than 0.01%*

[#] *Our Company had, pursuant to a resolution of the Board dated May 21, 2025 and a special resolution of the Shareholders dated May 29, 2025, allotted 100 partly paid-up warrants to Amit Arun Dixit, 60 partly paid-up warrants to Anaykumar Avinash Joshi, 40 partly paid-up warrants to Prof. Shashikanth Suryanarayanan and 20 partly paid-up warrants to Manish Sharma on July 1, 2025 , at a price of ₹ 1,000,000 per warrant, by way of a preferential issue, with each warrant convertible into one Equity Share having face value of ₹10 each. Such warrants have been converted into Equity Shares upon payment of the balance consideration amount and are no longer outstanding.*

b. ***Shareholding of our Promoters and the Promoter Group***

The details of shareholding of our Promoters and members of our Promoter Group as on the date of this Red Herring Prospectus are set forth in the table below:

S. No.	Name of the shareholder	Pre-Offer number of Equity Shares	Percentage of the pre-Offer Equity Share capital (on a fully diluted basis)* (%)	Post-Offer number of Equity Shares	Percentage of the post-Offer Equity Share capital (%)*
Promoters (A)					
1.	Prof. Shashikanth Suryanarayanan	7,150,500	16.16	[●]	[●]
2.	Amit Arun Dixit	1,245,000	2.81	[●]	[●]
3.	Manish Sharma	864,000	1.95	[●]	[●]
4.	Anaykumar Avinash Joshi	591,000	1.34	[●]	[●]
Total (A)		**9,850,500**	**22.26**	[●]	**[●]**
Promoter Group (B)					
1.	Mallika R Iyer	1,234,500	2.79	[●]	[●]
2.	Ravikumar Krishnamurthi	15,000	0.03	[●]	[●]
3.	Priyanka Manish Sharma	57,000	0.13	[●]	[●]
4.	Ashwini Amit Dixit	541,500	1.22	[●]	[●]
Total (B)		**1,848,000**	**4.17%**	[●]	**[●]**
Total (A+B)		**11,698,500**	**26.43%**	[●]	**[●]**

**Assuming exercise of vested options under ESOP 2014.*

c. ***Details of Promoters' contribution and lock-in***

i. Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, as amended, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters (assuming exercise of vested options, if any, under the ESOP Schemes), is required to be locked in for a period of 18 months, or any other period as prescribed under the SEBI ICDR Regulations, as minimum Promoters' contribution ("**Minimum Promoters' Contribution**") from the date of Allotment and the shareholding of the Promoter in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

ii. Details of the Equity Shares to be locked-in for 18 months from the date of Allotment as Minimum Promoters' Contribution are set forth in the table below:

Name of Promoters	Number of Equity Shares of face value of ₹10 each locked-in	Date of allotment/ transfer of the Equity Shares and when made fully paid-up	Nature of transaction	Face value (₹)	Issue/ acquisition price per Equity Share (₹)	Percentage of pre-Offer paid-up Equity Share capital	Percentage of post-Offer paid-up Equity Share capital (on a fully diluted basis)*	Date up to which the Equity Shares are subject to lock in
Promoters								
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

**Subject to finalisation of the Basis of Allotment.*
Note: To be updated at the Prospectus stage.

Our Promoters have given their consent to include such number of Equity Shares held by our Promoters as disclosed above, constituting 20% of the fully diluted post-Offer Equity Share capital of our Company as Minimum Promoters' Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Minimum Promoters' Contribution from the date of filing this 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 SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of build-up of shareholding of our Promoters, see "- *Build-up of the shareholding of our Promoters in our Company*" on page 123.

iii. In this connection, please note that:

a. The Equity Shares offered for Minimum Promoters' Contribution do not include (i) Equity Shares acquired in the three immediately preceding years for consideration other than cash and revaluation of assets or capitalisation of intangible assets not involved in such transactions, or (ii) Equity Shares that have resulted from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or resulted from bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Minimum Promoters' Contribution.

b. The Minimum Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.

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

d. All the Equity Shares held by our Promoters, Promoter Group, Directors, Key Managerial Personnel, Senior Management, Selling Shareholders, employees of our Company, QIBs, entities regulated by financial sector regulators (as defined in the SEBI ICDR Regulations), to the extent applicable, are in dematerialised form.

e. The Equity Shares held by our Promoters and offered for Minimum Promoters' Contribution are not subject to pledge or any other encumbrance with any creditor.

d. *Other lock-in requirements:*

i. In addition to the lock-in requirements prescribed in "-*Details of Promoters' contribution and lock-in*" on page 128, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment or such other period as may be prescribed under the SEBI ICDR Regulations, except for (i) the Equity Shares offered pursuant to the Offer for Sale; (ii) the Equity Shares held by Shareholders who are VCFs, Category I AIFs, Category II AIFs or FVCIs, subject to the conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by such VCFs or Category I AIFs or Category II AIFs or FVCI Shareholders respectively; and (iii) any Equity Shares allotted to and held by employees (whether currently employees or not) of our Company in accordance with the ESOP Schemes including any Equity Shares allotted pursuant to any bonus issue by our Company against such Equity Shares. Further, any unsubscribed portion of the Offered Shares will also be locked in, as required under the SEBI ICDR Regulations.

ii. 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.

iii. In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among the members of our Promoter Group or to any new promoter of our Company, subject to continuation of the lock-in the hands of the transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period as stipulated under SEBI ICDR Regulations) and compliance with the SEBI Takeover Regulations, as applicable.

iv. Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of 18 months from the date of Allotment (as mentioned above) may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

v. Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of six months from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

vi. Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by any person other than our Promoters and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the SEBI Takeover Regulations, as applicable.

e. ***Lock-in of the Equity Shares to be allotted, if any, to the 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 Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

9. As on the date of the filing of this Red Herring Prospectus, our Company has 168 Shareholders (based on beneficiary position statement available on February 24, 2026).

10. Except as disclosed in " - *Notes to Capital Structure – Share capital history of our Company – (a) Equity Share capital*", *and* "*- Build-up of the shareholding of our Promoters in our Company*" on pages 97 and 123, respectively, none of our Promoters, members of the Promoter Group, directors of our Promoters, our Directors or their relatives have purchased or sold any Equity Shares during a period of six months preceding the date of this Red Herring Prospectus.

11. Except for Equity Shares to be allotted pursuant to exercise of options granted pursuant to the ESOP Schemes, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

12. Neither our Company, nor the Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Managers have not entered into any buy-back arrangements for purchase of Equity Shares from any person.

13. Except as disclosed below, none of our Directors or Key Managerial Personnel or Senior Management Personnel hold any Equity Shares of our Company.

Sr. No.	Name of the Shareholder#	Designation	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)*	Percentage of the post-Offer Equity Share (%)
1.	Prof. Shashikanth Suryanarayanan	Managing Director	7,150,500	16.16	[●]
2.	Amit Arun Dixit	Joint Managing Director	1,245,000	2.81	[●]
3.	Manish Sharma	Whole Time Director and Chief Operating Officer	864,000	1.95	[●]
4.	Anaykumar Avinash Joshi	Chief Technology Officer	591,000	1.34	[●]
5.	Nikhil Rai	Senior Vice President, Global Sales and Business Development	109,500	0.24	[●]
6.	Sudeep Motilal Solanki	Vice President, Business Development	92,000	0.20	[●]
7.	Rajesh Madhukar Sheth	Chief Financial Officer	66,000	0.15	[●]
8.	Poyni Bhatt	Chairperson and Independent Director	3,000	0.01	[●]
9.	Rridhima Namdeo	Head, Human Resources	1,670	Negligible^	[●]

**Assuming exercise of vested options under ESOP 2014.*
 # Additionally, Namakal S. Parthasarathy, our Independent Director, is a trustee of Bilahari Trust which holds 225,000 Equity Shares, aggregating to 0.51% of the pre-Offer paid-up share capital on a fully diluted basis, as on the date of this Red Herring Prospectus.
^ Less than 0.01%.

14. Except for employee stock options granted under the ESOP Schemes, our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Red Herring Prospectus.

15. Our Company is in compliance with the Companies Act, 1956 and Companies Act, 2013, to the extent applicable, with respect to issuance of securities from the date of incorporation of our Company till the date of filing of this Red Herring Prospectus as certified by M/s Nilesh Shah & Associates, an independent practicing company secretary through their certificate dated February 25, 2026.

16. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus. All Equity Shares offered and Allotted pursuant to the Offer will be fully paid-up at the time of Allotment.

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

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

Sr. No.	Name of acquirer	Financing Entity/ Person*	Date of transaction	Nature of transactions	No. of Securities	Issue price per Equity Share (₹)
1	Anaykumar Avinash Joshi	Ravikumar Krishnamurthi	September 3, 2025	Allotment of 60 Equity Shares of face value of ₹ 10 each upon conversion of warrants#	60	1,000,000.00
			August 26, 2025	Allotment of 150 Equity Shares pursuant to exercise of employee stock options granted under the ESOP 2014	150	370,000.00
2	Amit Arun Dixit	Ravikumar Krishnamurthi	September 3, 2025	Allotment of 100 Equity Shares of face value of ₹ 10 each upon conversion of warrants#	100	1,000,000.00
3	Manish Sharma	Ravikumar Krishnamurthi	August 25, 2025	Allotment of 20 Equity Shares of face value of ₹ 10 each upon conversion of warrants#	20	1,000,000.00

* *The above transactions have been financed by Ravikumar Krishnamurthi, a member of the Promoter Group of our Company, by way of unsecured loans granted to the acquirers pursuant to loan agreements each dated August 18, 2025 entered into with Anaykumar Avinash Joshi, Amit Arun Dixit and Manish Sharma, respectively, and another loan agreement dated August 25, 2025 entered into with Anaykumar Avinash Joshi, at an interest rate calculated as the aggregate of the repo rate determined by the Reserve Bank of India (from time to time) and 300 basis points. The tenure of such loans ranges from five to 10 years, subject to early prepayment in accordance with the terms of the respective loan agreements.*

\# *Our Company had, pursuant to a resolution of the Board dated May 21, 2025 and a special resolution of the Shareholders dated May 29, 2025, allotted 100 partly paid-up warrants to Amit Arun Dixit, 60 partly paid-up warrants to Anaykumar Avinash Joshi and 20 partly paid-up warrants to Manish Sharma on July 1, 2025 , at a price of ₹ 1,000,000 per warrant, by way of a preferential issue, with each warrant convertible into one Equity Share having face value of ₹10 each. Such warrants have been converted into Equity Shares upon payment of the balance consideration amount, and are no longer outstanding.*

19. No person connected with the Offer, including, but not limited to, the Book Running Lead Managers, the Syndicate Members, our Company, Directors, Promoters, and member of our Promoter Group shall offer any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

20. Our Promoters and the Promoter Group will not participate in the Offer, except to the extent of the sale of Offered Shares by way of Offer for Sale.

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

22. Except for allotment of Equity Shares pursuant to exercise of options granted under the ESOP Schemes, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded or unblocked, as the case may be, in the event there is a failure of the Offer.

23. Our Company shall ensure that transactions in securities by our Promoters and the Promoter Group during the period between the date of filing of the Draft Red Herring Prospectus and the date of Bid/Offer Closing Date shall be reported to the Stock Exchanges within 24 hours of such transaction.

24. Our Company does not have a stock appreciation right scheme and there are no outstanding stock appreciation rights granted to employees pursuant to a stock appreciation right scheme by our Company as on the date of this Red Herring Prospectus.

    For details of price of acquisition of specified securities by our Promoters, members of the Promoter Group and other Shareholders with nominee director rights or other rights, in the last three years preceding the date of this Red Herring

Prospectus, see "*Summary of the Offer Document – Details of price at which specified securities were acquired by each of the Promoters, members of our Promoter Group, Selling Shareholders and Shareholders entitled with the right to nominate directors or other rights in the last three years immediately preceding the date of this Red Herring Prospectus*" on page 24.

25. Employee stock option plans:

(i) SEDEMAC ESOP Scheme 2014, as amended ("ESOP 2014")

Our Company, pursuant to the resolution passed by our Board on March 6, 2014, and our Shareholders on March 25, 2014, adopted the ESOP 2014. Further, the ESOP 2014 was last amended pursuant to the resolutions passed by our Board through circular and Shareholders dated October 8, 2025, and October 9, 2025, respectively. The ESOP 2014 is in compliance with the SEBI SBEB & SE Regulations.

A maximum number of 2,344,500 options may be issued under the ESOP 2014. As on the date of this Red Herring Prospectus, an aggregate of 2,367,000 options have been granted under the ESOP 2014, of which 144,000 options have lapsed, been forfeited or cancelled. Out of the 2,223,000 net granted options (adjusted for lapsed, forfeited or cancelled options), 2,076,000 options have been exercised, 78,000 options are vested (not yet exercised) and 69,000 options are unvested. The 147,000 outstanding options in force shall result, upon exercise, into a maximum of 147,000 Equity Shares. The options granted under the ESOP 2014 is in compliance with the relevant provisions of the Companies Act, 2013 and only to the employees of our Company.

The above details have been adjusted to present the impact of bonus issuance approved vide the Board resolution dated September 5, 2025, and Shareholders' resolution dated September 10, 2025. For details of the bonus issue, see "*– Notes to the Capital Structure - Share capital history of our Company*" on page 97.

The details of ESOP 2014, as certified by S K Patodia & Associates LLP, Chartered Accountants through their certificate dated February 25, 2026, are as follows:

(*The remainder of this page is intentionally left blank*)

Particulars	From January 1, 2026 until the date of filing of this Red Herring Prospectus	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Total options outstanding as at the beginning of the period	571,500	1,518,000	1,758,000	1,872,000	1,651,500
Total options granted during the period	-	-	-	90,000	369,000
Exercise price of options exercised in ₹ (as on the date of grant of options)	Ranging from ₹ 10 to ₹ 366.67 as per option grant letters	Ranging from ₹ 10 to ₹ 366.67 as per option grant letters	Ranging from ₹ 10 to ₹ 366.67 as per option grant letters	Ranging from ₹ 10 to ₹ 153.07 as per option grant letters	Ranging from ₹ 10 to ₹ 153.07 as per option grant letters
Options forfeited/lapsed/cancelled during the period	-	-	-	1,500	12,000
Variation of terms of options	NA				
Money realized by exercise of options during the period	55,574,673	134,389,676	17,601,890	11,239,504	4,282,498
Total number of options outstanding in force	147,000	571,500	1,518,000	1,758,000	1,872,000
Total options vested during the year/period (excluding the options that have been exercised during the period)	-	78,000	159,000	217,500	253,500
Options exercised (since implementation of the ESOP Scheme)	2,076,000	1,651,500	705,000	465,000	262,500
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised)	147,000	571,500	1,518,000	1,758,000	1,872,000
Employee wise details of options granted to:					
(a) Key Managerial Personnel	Nil				
(b) Senior Management Personnel					
- Anaykumar Avinash Joshi	-	-	-	-	225,000
- Sudeep Motilal Solanki	-	-	-	18,000	49,500
Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year					

Names of Employees	From January 1, 2026 until the date of filing of this Red Herring Prospectus	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Suraj Pabbu	-	-	-	-	30,000
Utkarsh Chauha	-	-	-	-	30,000
Suresh Walunj	-	-	-	7,500	-
Mahesh Kotagi	-	-	-	7,500	-
Neel Shah	-	-	-	9,000	-
Indrajeet Mohite	-	-	-	15,000	-
Prathmesh Mahalle	-	-	-	15,000	-
Aarti Bhardwaj	-	-	-	18,000	-

Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions)	Nil

<table>
<tr><th>Particulars</th><th>From January 1, 2026 until the date of filing of this Red Herring Prospectus</th><th>Nine months ended December 31, 2025</th><th>Fiscal 2025</th><th>Fiscal 2024</th><th>Fiscal 2023</th></tr>
<tr><td>of our Company at the time of grant</td><td colspan="5"></td></tr>
<tr><td>Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with IND AS 33 ‘Earnings Per Share’</td><td>NA</td><td>16.35</td><td>10.82</td><td>1.39</td><td>2.04</td></tr>
<tr><td>Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of our Company and on the earnings per share of our Company</td><td colspan="5">Not Applicable as the Company has followed similar accounting policies, as mentioned in Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as applicable.</td></tr>
<tr><td>Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option</td><td colspan="5">The fair value of the Employee Stock Options granted during the year was determined using Black Scholes pricing formula. Other key assumptions used for the pricing are as mentioned below:
<table>
<tr><th>Particulars</th><th>From January 1, 2026 until the date of filing of this Red Herring Prospectus</th><th>Nine months ended December 31, 2025</th><th>Fiscal 2025</th><th>Fiscal 2024</th><th>Fiscal 2023</th></tr>
<tr><td>Risk free rate of returns (%)</td><td>-</td><td>-</td><td>7.01%</td><td>7.19%</td><td>7.20%</td></tr>
<tr><td>Price of the share at the time of grant (in ₹)</td><td>-</td><td>-</td><td>-</td><td>366.67 – 383.02</td><td>246.42</td></tr>
<tr><td>Expected life of options (years)</td><td>-</td><td>-</td><td>2.25 years</td><td>2.50 years</td><td>3.50 years</td></tr>
<tr><td>Expected Volatility (% p.a)</td><td>-</td><td>-</td><td>33.59%</td><td>26.77%</td><td>31.36%</td></tr>
<tr><td>Expected Dividend yield (%)</td><td colspan="5">Nil</td></tr>
</table></td></tr>
<tr><td>Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 had been followed, in respect of options granted in the last three
Years</td><td colspan="5">Nil</td></tr>
<tr><td>Intention of key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer</td><td colspan="5">There is no intention of the Key Managerial Personnel, Senior Management Personnel and Whole-time Directors to sell their shares within three months after the listing of Equity Shares pursuant to the Offer.</td></tr>
</table>

Particulars	From January 1, 2026 until the date of filing of this Red Herring Prospectus	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Intention to sell Equity Shares arising out of the ESOP Scheme or allotted under an ESOP Scheme within three months after the listing of Equity Shares by directors, key managerial personnel, senior managerial personnel and employees having Equity Shares arising out of the ESOP Scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	There is no intention of the Directors, Key Managerial Personnel, Senior Managerial Personnel and employees having more than 1% of the issued capital (excluding outstanding warrants and conversions) to sell their Equity Shares arising out of the ESOP Scheme within three months after the listing of Equity Shares pursuant to the Offer.				

Notes:

(1) The Company has declared fully paid-up bonus Equity Shares of face value of ₹ 10 each, in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 for every one Equity Share of face value of ₹10 held) to the eligible shareholders in accordance with the resolution passed by the Board at its meeting held on September 5, 2025, and pursuant to the resolution passed by the Shareholders at an Extraordinary General meeting held on September 10, 2025.

(2) Pursuant to resolution passed by the Board at its meeting held on September 5, 2025 and the Shareholders at an Extraordinary General meeting held on September 10, 2025, the Company has also decided to make fair and reasonable adjustment to the exercise price of the employee stock options that have been granted (vested / to be vested) as on the record date under the ESOP 2014 and/or grant such number of additional employee stock options to the option holders holding vested / unvested employee stock options under ESOP 2014.

(3) The number of options granted/vested/exercised/lapsed/forfeited/outstanding and the price of such options have been adjusted to the effect of the above bonus issue

(ii) SEDEMAC ESOP Scheme 2025 (“ESOP 2025”)

Our Company, pursuant to the resolution passed by our Board and our Shareholders on May 29, 2025, adopted the ESOP 2025. The ESOP 2025 was last amended pursuant to resolutions passed by our Board and Shareholders dated September 5, 2025 and September 10, 2025, respectively. The ESOP 2025 is in compliance with the SEBI SBEB & SE Regulations.

A maximum number of 975,000 options may be issued under the ESOP 2025. As on the date of this Red Herring Prospectus, an aggregate of 244,500 options have been granted and are in force, which shall result, upon exercise, into a maximum of 244,500 Equity Shares. The options granted under the ESOP 2025 is in compliance with the relevant provisions of the Companies Act, 2013 and only to the employees of our Company.

The details of ESOP 2025, as certified by S K Patodia & Associates LLP, Chartered Accountants through their certificate dated February 25, 2026, are as follows:

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<table>
<tr><th>Particulars</th><th>From January 1, 2026 until the date of filing of this Red Herring Prospectus</th><th>Nine months ended December 31, 2025</th><th>Fiscal 2025</th><th>Fiscal 2024</th><th>Fiscal 2023</th></tr>
<tr><td>Total options outstanding as at the beginning of the period</td><td>244,500</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Total options granted</td><td>Nil</td><td>244,500</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Exercise price of options exercised in ₹ (as on the date of grant options)</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Options forfeited/lapsed/cancelled</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Variation of terms of options</td><td colspan="5">Nil</td></tr>
<tr><td>Money realized by exercise of options</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Total number of options outstanding in force</td><td>244,500</td><td>244,500</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Total options vested (excluding the options that have been exercised)</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Options exercised (since implementation of the ESOP Scheme)</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised)</td><td>244,500</td><td>244,500</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Employee wise details of options granted to:</td><td colspan="5"></td></tr>
<tr><td>(a) Key Managerial Personnel</td><td colspan="5"></td></tr>
<tr><td>- Rajesh Madhukar Sheth^</td><td>Nil</td><td>30,000</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>(b) Senior Management Personnel</td><td colspan="5"></td></tr>
<tr><td>- Rridhima Namdeo</td><td>Nil</td><td>12,000</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>(c) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td colspan="5">
<table>
<tr><th>Names of Employees</th><th>From January 1, 2026 until the date of filing of this Red Herring Prospectus</th><th>Nine months ended December 31, 2025</th><th>Fiscal 2025</th><th>Fiscal 2024</th><th>Fiscal 2023</th></tr>
<tr><td>Sandesh Achari</td><td>Nil</td><td>24,000</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Aakash Patil</td><td>Nil</td><td>16,500</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Prajesh Pandey</td><td>Nil</td><td>18,000</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Nilesh Ugale</td><td>Nil</td><td>16,500</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Utkarsh Chauhan</td><td>Nil</td><td>15,000</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Om Singh</td><td>Nil</td><td>15,000</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Manoj Nangare</td><td>Nil</td><td>16,500</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Duraikarthick</td><td>Nil</td><td>15,000</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Divyanshu</td><td>Nil</td><td>12,000</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
</table>
</td></tr>
<tr><td>(d) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td colspan="5">Nil</td></tr>
<tr><td>Diluted earnings per share pursuant to the issue of Equity Shares</td><td>NA</td><td>16.35</td><td>NA</td><td>NA</td><td>NA</td></tr>
</table>

<table>
<tr><th>Particulars</th><th>From January 1, 2026 until the date of filing of this Red Herring Prospectus</th><th>Nine months ended December 31, 2025</th><th>Fiscal 2025</th><th>Fiscal 2024</th><th>Fiscal 2023</th></tr>
<tr><td>on exercise of options in accordance with IND AS 33 'Earnings Per Share'</td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of our Company and on the earnings per share of our Company</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td></tr>
<tr><td>Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option</td><td colspan="5">The fair value of the Employee Stock Options granted during the year was determined using Black Scholes pricing formula. Other key assumptions used for the pricing are as mentioned below:
<table>
<tr><th>Particulars</th><th>From January 1, 2026 until the date of filing of this Red Herring Prospectus</th><th>Nine months ended December 31, 2025</th><th>Fiscal 2025</th><th>Fiscal 2024</th><th>Fiscal 2023</th></tr>
<tr><td>Risk free rate of returns (%)</td><td>NA</td><td>6.08%</td><td>NA</td><td>NA</td><td>NA</td></tr>
<tr><td>Price of the share at the time of grant (in ₹)</td><td>NA</td><td>599.11</td><td>NA</td><td>NA</td><td>NA</td></tr>
<tr><td>Expected life of options (years)</td><td>NA</td><td>3.50 years</td><td>NA</td><td>NA</td><td>NA</td></tr>
<tr><td>Volatility (% p.a)</td><td>NA</td><td>35.12%</td><td>NA</td><td>NA</td><td>NA</td></tr>
<tr><td>Dividend yield (%)</td><td colspan="5">NA</td></tr>
</table></td></tr>
<tr><td>Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 had been followed, in respect of options granted in the last three Years</td><td colspan="5">NA</td></tr>
<tr><td>Intention of key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td></tr>
<tr><td>Intention to sell Equity Shares arising out of the ESOP Scheme</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td></tr>
</table>

Particulars	From January 1, 2026 until the date of filing of this Red Herring Prospectus	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
or allotted under an ESOP Scheme within three months after the listing of Equity Shares by directors, key managerial personnel, senior managerial personnel and employees having Equity Shares arising out of the ESOP Scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)					

^ *Also a Senior Management Personnel.*

OBJECTS OF THE OFFER

The objects of the Offer are to (i) carry out the Offer for Sale of up to 8,043,300 Equity Shares of face value of ₹ 10 each by the Selling Shareholders aggregating up to ₹ [●] million; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For details, see "*The Offer*" beginning on page 80.

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

Offer for Sale

Each of the Selling Shareholders will be entitled to their respective portion of the proceeds from the Offer for Sale in proportion of the Equity Shares offered by the respective Selling Shareholder as part of the Offer for Sale after deducting their proportion of Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale. For further details of the Offer for Sale, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 472.

Offer Expenses

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

The Offer related expenses primarily include listing fees, fees payable to the BRLMs and legal counsel, fees payable to the Statutory Auditor, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. Other than (i) listing fees, audit fees of the Statutory Auditors (other than to the extent attributable to the Offer) and expenses for any corporate advertisements, i.e. any corporate advertisements in the ordinary course of business and consistent with past practices of our Company which shall be solely borne by our Company; and (ii) fees and expenses for the legal counsel to the Selling Shareholders, which shall be solely borne by the respective Selling Shareholder, all costs, charges, fees and expenses directly attributable to the Offer shall be shared among the Selling Shareholders in proportion to the number of Equity Shares sold by such Selling Shareholders through the Offer for Sale. Further, it is clarified that these expenses (including any out of pocket expenses incurred) related to the Offer, inclusive of applicable taxes, shall be deducted from the Offer proceeds and only the balance amount shall be paid to the Selling Shareholders in proportion with the Offered Shares sold by the respective Selling Shareholders.

All expenses relating to the Offer shall be paid by our Company on behalf of the Selling Shareholders in the first instance (except fees and expenses for the legal counsel to the Selling Shareholders) and the Selling Shareholders agree that upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, each Selling Shareholder shall, severally and not jointly, reimburse our Company for such expenses paid by us on their behalf, in proportion of their respective portion of the Offered Shares, directly from the Public Offer Account except as may be prescribed by the SEBI or any other Governmental Authority. In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses directly attributable to the Offer which, to the extent incurred up to the date of such withdrawal or failure (other than to the extent required to be borne solely by our Company), shall be shared among the Selling Shareholders in proportion to the number of Equity Shares being offered for sale by such Selling Shareholders through the Offer for Sale.

The estimated Offer related expenses are as under:

Activity	Estimated expenses(1) (₹ in million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer size(1)
BRLMs fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs and Bankers to the Offer and fee payable to the Sponsor Banks for Bids made by RIBs using UPI (2)	[●]	[●]	[●]
Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(3)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to others	[●]	[●]	[●]
Others			
- Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses for the Offer	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]

Activity	Estimated expenses(1) (₹ in million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer size(1)
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Offer expenses include applicable taxes, where applicable. Amounts will be finalised on determination of Offer Price and incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*

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

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

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE.

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

Processing fees payable to the SCSBs for capturing Syndicate Member/sub-syndicate (broker)/sub-broker code on the ASBA Form for Non-Institutional Bidders and Qualified Institutional Bidders with bids above ₹ 0.5 million would be ₹ 10 plus applicable taxes, per valid application.

The total processing fees payable to SCSBs as mentioned above will be subject to a maximum cap of ₹ 1.00 million (exclusive of applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹ 1.00 million (exclusive of applicable taxes), then the amount payable to SCSBs, would be proportionately distributed based on the number of valid applications such that the total uploading charges /processing fees payable do not exceed ₹ 1.00 million (exclusive of applicable taxes).

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

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

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

The selling commission payable to the Syndicate / sub-syndicate members (RIBs up to ₹ 0.2 million), Eligible Employees and Non-Institutional Bidders (from ₹ 0.2 - ₹ 0.5 million) 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 members. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-syndicate members, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / sub-syndicate members.

For Non-Institutional Bidders (above ₹ 0.5 million), Syndicate ASBA Form bearing SM code & sub-syndicate code of the application form submitted to SCSBs for Blocking of the fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-syndicate member, is bid by an SCSB, the selling commission will be payable to the Syndicate / sub-syndicate members and not the SCSB.

Uploading charges payable to members of the Syndicate (including their sub-syndicate members), RTAs and CDPs on the applications made by RIBs, Eligible Employee Bidders and using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: ₹ 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-syndicate members), RTAs and CDPs.

Bidding charges payable on the application made using 3-in-1 accounts will be subject to a maximum cap of ₹ 1.50 million (plus applicable taxes), in case the total processing fees exceeds ₹ 1.50 million (plus applicable taxes) then processing fees will be paid on a pro-rata basis for portion of (i) RIB's (ii) NIB's (iii) Eligible Employee, as applicable,

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.

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

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

Uploading charges/ Processing fees for applications made by RIBs using the UPI Mechanism (up to ₹ 0.2 million) Eligible Employees, and Non-Institutional Bidders (from ₹ 0.2 - ₹ 0.5 million) would be as under:

Members of the Syndicate / RTAs / CDPs /Registered Brokers	*₹ 30 per valid application (plus applicable taxes) subject to a maximum cap of ₹ 6.00 million (plus applicable taxes)*

* *Based on valid applications*

The total uploading charges / processing fees payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers will be subject to a maximum cap of ₹ 6.00 million (plus applicable taxes). In case the total uploading charges/processing fees payable exceeded 6.00 million, then the amount payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ 6.00 million.

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

ICICI Bank Limited	*Nil per applications made by UPI Bidders using the UPI mechanism (plus applicable taxes). The Sponsor Bank shall be responsible for making payments to third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

Kotak Mahindra Bank Limited	*Up to 300,000 applications: Nil* *Above 300,000 applications: ₹ 6.5 per application made by UPI Bidders using the UPI mechanism (plus applicable taxes). The Sponsor Bank shall be responsible for making payments to third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI RTA Master Circular, in a format as prescribed by SEBI, from time to time and in accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Monitoring of Utilization of Funds

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

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of the Offered Shares proposed to be sold in the Offer by the Promoter Selling Shareholder and Promoter Group Selling Shareholder, there is no arrangement whereby any portion of the Offer proceeds will be paid to our Promoters, Promoter Group, Directors, Key Managerial Personnel, Senior Management Personnel, directly or indirectly, and there are no material existing or anticipated transactions in relation to utilization of the Offer proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors, Key Managerial Personnel or members of the Senior Management Personnel.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Investors should also see "*Risk Factors*", "*Summary of Restated Financial Information*", "*Our Business*", "*Financial Information*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 33, 83, 246, 311 and 429, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

- First-to-market advantage driving market leadership, creates high entry barriers, and enables sustained competitive dominance;
- Agility at scale through integrated design, engineering, and manufacturing enables rapid innovation and swift market response;
- Synergies driving cross market technology use, procurement advantages, and robust partnerships;
- Continued ability to innovate, scale, and embed differentiated technologies; and
- Quality, traceability, and reliable delivery.

For details, see "*Our Business –Competitive Landscape and Our Strengths*" on page 161.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see "*Other Financial Information*" beginning on page 427.

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

1. **Basic and diluted earnings per equity share ("EPS") (as adjusted for changes in capital, if any):**

Fiscal/Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2023	2.12	2.04	1
March 31, 2024	1.45	1.39	2
March 31, 2025	10.93	10.82	3
Weighted Average^	**6.30**	**6.21**	
Nine months ended December 31, 2025	16.59*	16.35*	

** Not annualised*

^ As certified by S K Patodia & Associates LLP, Chartered Accountants pursuant to their certificate dated February 25, 2026.

Notes:

i. *Weighted average = Aggregate of period/year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.*
ii. *Basic Earnings per equity share (₹) = Net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources.*
iii. *Diluted Earnings per equity share (₹) = Net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of potential equity shares outstanding during the period/year, adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources*
iv. *Earnings per equity share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.*
v. *The figures disclosed above are based on the Restated Financial Information of our Company.*
vi. *The figures for the nine months ended December 31, 2025, are not annualised.*
vii. *The Company has allotted 43,569,934 fully paid-up bonus Equity Shares of face value of ₹ 10 each, in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 for every one Equity Share of face value of ₹10 held) to the eligible shareholders as of the record date September 18, 2025, in accordance with the resolution passed by the Board at its meeting held on September 5, 2025 and pursuant to the resolution passed by the Shareholders at an Extraordinary General meeting held on September 10, 2025.*

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

Particulars	P/E at the Floor Price (number of times) ^	P/E at the Cap Price (number of times) ^
Based on basic EPS for financial year ended March 31, 2025	[●]*	[●]*
Based on diluted EPS for financial year ended March 31, 2025	[●]*	[●]*

** To be computed after finalization of price band.*

^ As certified by S K Patodia & Associates LLP, Chartered Accountants pursuant to their certificate dated February 25, 2026.

3. Industry P/E ratio

	P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	64.73	Schaeffler India Limited	2
Lowest	51.54	Bosch Limited	10
Average	58.14	-	-

Notes:

(1) The industry highest and lowest has been considered from the industry peer set. The industry average has been calculated as the arithmetic average P/E of the industry peer set disclosed in point 8 below.

(2) P/E has been computed based on the closing market price on BSE as on February 20, 2026 divided by the Diluted EPS for the year ended March 31, 2025.

4. RoNW (%)

Fiscal/Period Ended	RoNW (%)	Weight
March 31, 2023	7.44	1
March 31, 2024	4.72	2
March 31, 2025	15.48	3
Weighted Average^	**10.56**	
Nine months ended December 31, 2025	17.39*	

** Not annualised*

^ As certified by S K Patodia & Associates LLP, Chartered Accountants pursuant to their certificate dated February 25, 2026.

Notes:

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

ii. RoNW (%) = Return on net worth is calculated as profit for the period/year divided by Net Worth.

iii. 'Net Worth': Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, net worth has been computed as a sum of equity share capital, equity component of compulsorily convertible preference shares, reserves and surplus as of the last day of relevant period/year minus other comprehensive expense for the period/year. For reconciliation of Net Worth, see "Management's Discussion and Analysis of Financial Condition and Results of Operations-NON-GAAP MEASURES" on page 441.

iv. The figures for the nine months ended December 31, 2025, are not annualised.

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

NAV per Equity Share	Amount (in ₹)^
As on March 31, 2025	71.57
As on December 31, 2025	94.02
After the Offer	
-At the Floor Price	[●]*
-At the Cap Price	[●]*
At Offer Price	[●]*

**To be computed after finalization of price band.*

^ As certified by S K Patodia & Associates LLP, Chartered Accountants pursuant to their certificate dated February 25, 2026.

Notes:

(i) Net Asset Value per Equity Share: Net Worth divided by total of Number of equity shares outstanding as at the end of period/year and Number of Compulsorily Convertible Preference Shares outstanding as at the end of period/year. Denominator is adjusted for bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

(ii) 'Net worth': Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, net worth has been computed as a sum of equity share capital, equity component of compulsorily convertible preference shares, reserves and surplus as of the last day of relevant period/year minus other comprehensive expense for the period/year. For reconciliation of Net Worth, see "Management's Discussion and Analysis of Financial Condition and Results of Operations-NON-GAAP MEASURES" on page 441.

(iii) The Company has allotted 43,569,934 fully paid-up bonus Equity Shares of face value of ₹ 10 each, in the ratio of 1,499:1 (i.e., 1,499 Equity Shares of face value of ₹10 for every one Equity Share of face value of ₹10 held) to the eligible shareholders as of the record date, September 18, 2025, in accordance with the resolution passed by the Board at its meeting held on September 5, 2025 and pursuant to the resolution passed by the Shareholders at an Extraordinary General meeting held on September 10, 2025.

6. Key Performance Indicators ("KPIs")

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. These KPIs have been used historically by our Company to understand and analyse our business performance, which as a result, help us in analysing the growth of business in comparison to our peers. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated February 25, 2026, and the Audit Committee has confirmed that the KPIs pertaining to our Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus have been disclosed in this section and have been subject to verification and certification by S. K. Patodia & Associates LLP, Chartered Accountants, pursuant to certificate dated February 25, 2026 which has been included as part of the "*Material Contracts and Documents for Inspection*" beginning on page 546. Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of Directors of our Company), until the later of (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; and (ii) complete utilisation of the proceeds of the Offer as disclosed in "*Objects of the Offer*" beginning on page 140, or for such other duration as may be required under the SEBI ICDR Regulations.

Details of KPIs as at/ for the nine months ended December 31, 2025 and the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023

Sr. No.	Key Performance Indicators (KPIs)	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
GAAP Measures[1]					
1	Revenue from operations (₹ *million*)[4]	7,706.65	6,583.63	5,306.53	4,230.28
2	Profit for the period/year (₹ *million*)[5]	714.98	470.45	58.78	85.73
3	Basic Earnings per equity share[6]	16.59*	10.93	1.45	2.12
Non-GAAP Financial Measures[2]					
1	EBITDA (₹ *million*)[7]	1,610.71	1,250.68	831.24	542.40
2	EBITDA Margin (%)[8]	20.90	19.00	15.66	12.82
3	Profit for the period/year Margin (%)[9]	9.28	7.15	1.11	2.03
4	RoCE (%)[10]	32.52*	33.79	28.87	17.51
5	RoE (%)[11]	20.03*	22.01	4.92	7.84
6	Debt – Equity Ratio[12]	0.17	0.21	1.37	1.16
Operational Measures[3]					
1	Number of engineers from IITs, NITs and BITS[14]	158	120	99	65
2	Number of Control-Intensive Controllers Sold[15]	2,858,050	2,438,518	1,917,339	1,425,155

** Not annualised*

As certified by S K Patodia & Associates LLP, Chartered Accountants pursuant to their certificate dated February 25, 2026.

Notes:

1. *GAAP Measures are numerical metrics disclosed in accordance with Generally Accepted Accounting Principles (GAAP) applicable to the Company. These measures are fundamental for understanding the financial health of our Company and for comparing financial performance across various companies and industries.*
2. *Non-GAAP Financial Measures adjust GAAP metrics by including or excluding specific items to provide a clearer and more accurate picture of financial performance. These metrics, along with financial ratios, facilitate deeper financial analysis.*
3. *Operational measures refer to data points, other than traditional financial metrics (GAAP and Non-GAAP Financial Measures), company's overall health, long-term sustainability, or the drivers of its financial performance in relation to its valuation.*
4. *Revenue from operations is stated as per Restated Financial Information.*
5. *Profit for the period/year is stated as per Restated Financial Information*
6. *Basic Earnings per equity share is calculated as the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources.*
7. *EBITDA is calculated as Profit for the period/year plus finance costs, depreciation and amortization expense plus total tax expense.*
8. *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from operations.*
9. *Profit for the period/year Margin % is calculated as Profit for the period/year divided by Revenue from operations.*
10. *RoCE (%) is calculated as EBIT divided by Capital Employed. Earnings before Interest and Taxes is calculated as profit for the period/year plus finance costs and total tax expense. Capital employed is calculated as Tangible Net Worth plus Total Debt. Tangible Net Worth is calculated as Total Equity minus Other intangible assets, Intangible assets under development, Deferred tax assets (net) plus Deferred tax liabilities (net). Total Debt is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities.*
11. *RoE (%) is calculated as profit for the period/year divided by average Total equity. Average Total equity is average of closing Total equity as on closing day of financial period/year and opening equity of opening day of financial period/year.*
12. *Debt – equity ratio is calculated as Total Debt divided by Total equity. Total Debt is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities.*
13. *Total equity is stated as per Restated Financial Information.*
14. *No of engineers in our engineering team from IITs, NITs and BITS.*
15. *Total number of Integrated Starter Generator Engine Control Unit, Integrated Starter Generator + Electronic Fuel Injection Engine Control Unit, Electronic Fuel Injection Engine Control Unit, Electric Vehicle Motor Control Unit, Genset Control Unit (control-intensive controllers) sold.*

For details of our other operating metrics disclosed elsewhere in this Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 246 and 429, respectively.

7. **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 are not intended to be considered in isolation or as a substitute for the Restated 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 Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

Brief explanation of the relevance of the KPIs for our business operations is set forth below. We have also described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" beginning on page 2.

Key Performance Indicators	Definition	Explanation
Revenue from operations	The total income generated from the sale of goods, services and other operating income.	Revenue from operations assists to track the revenue profile of the business and helps in assessing overall financial performance of our Company and size of our business.
Profit for the period/year	Profit of a company after deducting all expenses including taxes	Profit tracks the overall profitability of the business as per GAAP.
Basic Earnings per equity share	Net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources.	It measures a company's profitability on a per-share basis, providing investors with insight into how much profit is generated for each outstanding share held by them
EBITDA	Profit for the period/year plus finance costs, depreciation and amortization expense plus total tax expense.	EBITDA and EBITDA % tracks operational efficiency and hence profitability of the business. They assist in tracking the operational margin profile of our business benchmarked against our historical performance and against our peers.
EBITDA Margin (%)	EBITDA divided by Revenue from operations.	
Profit for the period/year Margin (%)	Profit for the period/year divided by Revenue from operations.	This tracks the overall profitability and profit margin of the business.
RoCE (%)	RoCE (%) is calculated as EBIT divided by Capital Employed. Earnings before Interest and Taxes is calculated as profit for the period/year plus finance costs and total tax expense. Capital employed is calculated as Tangible Net Worth plus Total Debt. Tangible Net Worth is calculated as Total Equity minus Other intangible assets, Intangible assets under development, Deferred tax assets (net) plus Deferred tax liabilities (net). Total Debt is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities.	This helps to track how efficiently our Company generates profits from the capital employed in the business.
RoE (%)	RoE % is calculated as Profit for the period/year divided by average Total equity. Average Total equity is average of closing Total equity as on closing day of financial period/year and opening equity of opening day of financial period/year.	This measures a company's profitability by revealing how much profit a company generates with the money shareholders have invested.
Debt – Equity Ratio	Total Debt divided by Total Equity. Total Debt	This ratio serves as a performance indicator to

Key Performance Indicators	Definition	Explanation
	is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities.	assess a company's financial leverage by measuring the proportion of debt relative to shareholders' equity.
Number of engineers from IITs, NITs and BITS	No of engineers in our engineering team from IITs, NITs and BITS.	A highly qualified engineering workforce can accelerate R&D efforts and technological advancements, driving long-term business growth.
Number of Control-Intensive Controllers Sold	Total number of Integrated Starter Generator Engine Control Unit (ISG ECU), - Integrated Starter Generator + Electronic Fuel Injection Engine Control Unit (ISG+EFI ECU), Electronic Fuel Injection Engine Control Unit (EFI ECU), Electric Vehicle Motor Control Unit (EV MCU), Genset Control Unit (GCU) (control-intensive controllers) sold.	It refers to volume of Control-Intensive Controllers sold for the period and reflects the overall effectiveness of our R&D, product quality, product planning, manufacturing, marketing, all of which have a direct impact on our revenue.

8. Comparison of the KPIs of our Company with Listed Industry Peers

a. *Comparison of accounting ratios*:

The following peer group of the Company has been determined based on the companies listed on the Indian stock exchanges. Following is a comparison of our accounting ratios with the listed peers:

Name of Company	Face Value (₹ per Share)	Closing price as on February 20, 2026 (₹)	Revenue from operations, for Fiscal 2025 (in ₹ million) [(1)]	EPS (₹)		NAV (₹ per share) for Fiscal 2025 [(3)]	P/E [(4)]	RONW (%) for Fiscal 2025 [(5)]
				Basic for Fiscal 2025	Diluted for Fiscal 2025			
SEDEMAC Mechatronics Limited*	10	NA	6,583.63	10.93	10.82	71.57	NA	15.48
Listed Peers[(2)]								
Bosch Limited	10	35,214.30	180,874.00	683.25	683.25	4,682.43	51.54	14.59
ZF Commercial Vehicle Control Systems India Limited	5	15,224.50	38,309.63	242.90	242.90	1,697.00	62.68	14.31
Sona Blw Precision Forgings Limited	10	531.95	35,460.21	9.92	9.92	88.39	53.62	10.94
Schaeffler India Limited [(7)]	2	3,890.40	82,323.80	60.10	60.10	341.57	64.73	17.59

**Financial information for our Company is derived from the Restated Financial Information as at and for the Fiscal 2025.*

Notes for Listed Peers:

(1) *Revenue (for the year ended March 31, 2025) includes Revenue from operations.*

(2) *The financial information for the listed peer mentioned above is on a consolidated basis and is sourced from the annual report for the financial year ended March 31, 2025 submitted to stock exchanges.*

(3) *Net Asset Value per Equity Share is calculated as Net Worth divided by total of Number of equity shares outstanding as at the end of period/year and Number of Compulsorily Convertible Preference Shares outstanding as at the end of period/year. Denominator is adjusted for bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.*

(4) *P/E has been computed based on the closing market price on BSE as on February 20, 2026 divided by the Diluted EPS for the year ended March 31, 2025.*

(5) *RoNW (%): Profit for the year ended March 31, 2025 divided by Net Worth.*

(6) *Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, net worth has been computed as a sum of equity share capital, equity component of compulsorily convertible preference shares, reserves and surplus as of the last day of relevant period/year minus other comprehensive expense for the period/year.*

(7) *Financial information for peer - Schaeffler India Limited is on a consolidated basis and is sourced from the annual report of the company for the year ended December 31, 2024 submitted to stock exchanges.*

b. *Comparison of our KPIs*:

While our Company considers the following companies as listed peers, the definitions and explanation considered for the below KPIs by such peer companies in their annual reports may not be the same as our Company. Accordingly, certain KPIs of our Company stated below, should be read in the context of the explanation and definitions provided in this section. Following is a comparison of our KPIs with the listed peer:

Particulars	Units	Our Company				Schaeffler India Limited[17]				Bosch Limited				Sona BLW Precision Forgings Limited				ZF Commercial Vehicle Control Systems India Limited			
		For the nine months ended December 31, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	For the nine months ended September 30, 2025	Financial Year ended December 31, 2024	Financial Year ended December 31, 2023	Financial Year ended December 31, 2022	For the nine months ended December 31, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	For the nine months ended December 31, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	For the nine months ended December 31, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
***GAAP Measures* (1)**																					
Revenue from operations (4)	₹ million	7,706.65	6,583.63	5,306.53	4,230.28	69,616.50	82,323.80	72,509.10	68,674.20	144,690.00	180,874.00	167,271.00	149,293.00	31,919.62	35,460.21	31,847.70	26,550.10	29,637.09	38,309.63	38,156.47	34,442.45
Profit for the period/year (5)	₹ million	714.98	470.45	58.78	85.73	8,279.90	9,388.60	8,990.20	8,792.10	22,015.00	20,152.00	24,913.00	14,255.00	4,423.31	5,996.88	5,177.76	3,952.97	3,708.26	4,607.30	4,064.47	3,176.72
Basic Earnings per equity Share (6)	₹	16.59*	10.93	1.45	2.12	53.00*	60.10	57.50	56.30	747.01*	683.25	844.68	483.32	7.21*	9.92	8.83	6.76	195.51*	242.90	214.28	167.48
***Non-GAAP Financial Measures* (2)**																					
EBITDA (7)	₹ million	1,610.71	1,250.68	831.24	542.40	13,838.70**	15,636.60	14,457.50**	13,720.70**	25,665.00**	31,258.00**	28,183.00**	22,811.00	8,746.38**	11,021.88**	9,260.45**	7,074.05**	6,066.62**	7,392.75	6,612.38	5,373.39
EBITDA Margin (%) (8)	%	20.90	19.00	15.66	12.82	19.88**	18.99	19.94**	19.98**	17.74**	17.28**	16.85**	15.28	27.40**	31.08**	29.08**	26.64**	20.47%**	19.30	17.33	15.60
Profit for the period/year Margin (%) (9)	%	9.28	7.15	1.11	2.03	11.89	11.40	12.40	12.80	15.22	11.14	14.89	9.55	13.86	16.91	16.26	14.89	12.51%	12.03	10.65	9.22
RoCE (%) (10)	%	32.52*	33.79	28.87#	17.51	NA	24.19	25.73#	27.08#	NA	19.92#	20.23#	17.75	NA	16.51#	30.08#	25.02#	NA	18.95	19.56	17.72
RoE (%) (11)	%	20.03*	22.01	4.92	7.84	NA	18.52	19.78	22.15	NA	15.58	21.61	13.15	NA	14.20	20.96	18.43	NA	15.35	15.63	14.05
Debt - Equity Ratio (12)	x	0.17	0.21	1.37	1.16	NA	0.01	0.01	0.01	NA	0.01	0.00	0.00	NA	0.04	0.16	0.13	NA	0.02	0.02	0.03
***Operational Measures* (3)**																					
Number of engineers from IITs, NITs and BITS (14)	Number	158	120	99	65	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Number of Control-Intensive Controllers Sold (15)	Number	2,858,050	2,438,518	1,917,339	1,425,155	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

** Not annualised*

*** Excluding Exceptional Items*

 # EBIT excludes Exceptional Items

As certified by S K Patodia & Associates LLP, Chartered Accountants pursuant to their certificate dated February 25, 2026.

Notes:

1. *GAAP Measures are numerical metrics disclosed in accordance with Generally Accepted Accounting Principles (GAAP) applicable to the Company. These measures are fundamental for understanding the financial health of our Company and for comparing financial performance across various companies and industries.*
2. *Non-GAAP Financial Measures adjust GAAP metrics by including or excluding specific items to provide a clearer and more accurate picture of financial performance. These metrics, along with financial ratios, facilitate deeper financial analysis.*
3. *Operational measures refer to data points, other than traditional financial metrics (GAAP and Non-GAAP Financial Measures), company's overall health, long-term sustainability, or the drivers of its financial performance in relation to its valuation.*
4. *Revenue from operations is stated as per Restated Financial Information.*
5. *Profit for the period/year is stated as per Restated Financial Information.*

6. *Basic Earnings per equity share is calculated as net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources*
7. *EBITDA is calculated as profit for the period/year plus finance costs, depreciation & amortization expense and total tax expense.*
8. *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from operations.*
9. *Profit for the period/year Margin % is calculated as Profit for the period/year divided by Revenue from operations.*
10. *RoCE (%) is calculated as Earnings before Interest and Taxes divided by Capital Employed. Earnings before Interest and Taxes is calculated as profit for the period/year plus finance costs and total tax expense. Capital employed is calculated as Tangible Net Worth plus Total Debt. Tangible Net Worth is calculated as Total Equity minus Other intangible assets, Intangible assets under development, Deferred tax assets (net) plus Deferred tax liabilities (net). Total Debt is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities.*
11. *RoE % is calculated as profit for the period/year divided by average Total equity. Average Total equity is average of closing Total equity as on closing day of financial period/year and opening equity of opening day of financial period/year.*
12. *Debt – Equity Ratio is calculated as Total Debt divided by Total Equity. Total Debt is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities.*
13. *Total equity is stated as per Restated Financial Information.*
14. *No of engineers in our engineering team from IITs, NITs and BITS.*
15. *Total number of Integrated Starter Generator Engine Control Unit, Integrated Starter Generator + Electronic Fuel Injection Engine Control Unit, Electronic Fuel Injection Engine Control Unit, Electric Vehicle Motor Control Unit, Genset Control Unit (control-intensive controllers) sold.*
16. *The financial information for the listed peer mentioned above is on a consolidated basis and is sourced from the unaudited financial statements and annual reports, for the nine months period ended December 31, 2025, financial year ended March 31, 2025, financial year ended March 31, 2024 and financial year ended March 31, 2023 submitted to the stock exchanges.*
17. *The listed peer Schaeffler India Limited follows calendar year as their financial year i.e. January to December. The financial information has been considered basis the financials of their first three quarters i.e. for the period from January to September of 2025.*

9. **Weighted average cost of acquisition ("WACA"), floor price and cap price**

(a) **Price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP 2014 and ESOP 2025 and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of 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 Issuances").**

Not applicable. Our Company has not issued any Equity Shares or CCPS, excluding shares issued under the ESOP 2014 and ESOP 2025 and issuance of Equity Shares pursuant to a bonus issue, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company.

(b) **Price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of Equity Shares or convertible securities (excluding gifts) involving any of the Promoters/Promoter Group entities/Selling Shareholders or other shareholders with the right to nominate directors on our Board during the 18 months preceding the date of filing of this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

Not applicable. There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Selling Shareholders, or other shareholders with the right to nominate directors on our Board during the 18 months preceding the date of this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company.

(c) **Since there are no such transactions to report under (a) and (b) above, the following are the details basis the last five primary or secondary transactions (secondary transactions where the Promoters, members of the Promoter Group, Selling Shareholders or shareholders with the right to nominate Directors on our Board, are a party to a transaction), not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions:**

Set forth below are details of last five primary transactions and secondary transactions (where Promoters, Promoter Group entities or Selling Shareholders are a party to the transaction) during three years preceding the date of filing of this Red Herring Prospectus:

Last five primary transactions:

S. No.	Date of Allotment	Name of Allotee	Nature of Allotment	Issue Price per Equity Share (in ₹)(1)(2)(3)	Number of Equity Shares allotted	Total consideration paid (₹ in millions) (1)(2)(3)
1.	May 31, 2024	A91 Emerging Fund II LLP, Devang Mehta, Devinjit Singh, Xponentia Benefits LLP, Xponentia Opportunities Fund II, Xponentia Opportunities Limited and Bhavya Kapoor	Conversion of Series A CCPS(3)	NA(3)	5,179	2,736.74
		A91 Emerging Fund II LLP, Capri Global Holdings Private Limited, Mace Private Limited, SVS Trust No IV, Xponentia Opportunities Limited and 360 One Monopolistic Market Intermediaries Fund	Conversion of Series B CCPS(3)	NA(3)	3,111	1,643.94
		A91 Emerging Fund II LLP, 360 One Monopolistic Market Intermediaries Fund and SAB Holdings Private Limited	Conversion of Series C CCPS(3)	NA(3)	1,343	709.68
		Mace Private Limited.	Conversion of Series D CCPS(3)	NA(3)	570	301.20
		A91 Emerging Fund II LLP	Conversion of Series D1 CCPS(3)	NA(3)	762	402.66

S. No.	Date of Allotment	Name of Allotee	Nature of Allotment	Issue Price per Equity Share (in ₹)(1)(2)(3)	Number of Equity Shares allotted	Total consideration paid (₹ in millions) (1)(2)(3)
		Mace Private Limited	Conversion of Series E CCPS(3)	NA(3)	686	362.50
		360 One Monopolistic Market Intermediaries Fund, 360 One Special Opportunities Fund - Series 8, Rashi Mehrotra and NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Conversion of Series E1 CCPS(3)	NA(3)	3,247	786.37
		Iron Pillar Fund I Ltd and Iron Pillar India Fund I (acting through IP Ventures Advisors Private Limited)	Conversion of Series F CCPS(3)	NA(3)	1,023	336.71
2.	July 31, 2024	A91 Emerging Fund II LLP, 360 One Special Opportunities Fund - Series 8 (*Formerly IIFL Special Opportunities Fund Series-8*) and 360 One Monopolistic Market Intermediaries Fund	Private placement	739,801.31	1,014	750.16
3.	August 25, 2025	Manish Sharma	Conversion of warrants(2)	NA(2)	20	20.00
4.	September 1, 2025	Prof. Shashikanth Suryanarayanan	Conversion of warrants(2)	NA(2)	40	40.00
5.	September 3, 2025	Amit Arun Dixit	Conversion of warrants(2)	NA(2)	100	100.00
		Anaykumar Avinash Joshi	Conversion of warrants(2)	NA(2)	60	60.00
		Total			**17,155**	**8,249.97**
		Total (Adjusted for Bonus(1))			**25,732,500**	
		Weighted Average Cost of Acquisition			**320.61**	

Notes:

(1) Our Company has allotted 43,569,934 fully paid-up bonus equity shares of face value of ₹ 10 each, in the ratio of 1,499:1 to the eligible shareholders in accordance with the resolution passed by the Board at its meeting held on September 5, 2025 and pursuant to the resolution passed by the member of the company at an extraordinary general meeting held on September 10, 2025. The cost of acquisition of Bonus Shares is considered as Nil.

(2) Our Company has issued convertible warrants to its Promoters. The consideration paid at the time of acquisition and conversion of such warrants have been considered while calculating the total consideration and the same has been used for the purpose of calculating Weighted Average Cost of Acquisition. Accordingly, the Issue price has been stated as NA.

(3) Our Company had issued CCPS and the same were converted on May 31, 2024. The consideration paid at the time of acquisition of such CCPS by the holder have been considered while calculating the total consideration and the same has been used for the purpose of calculating Weighted Average Cost of Acquisition. Accordingly, the Issue price has been stated as NA.

Last five secondary transactions:

S. No.	Name of Transferor	Name of Transferee	Date of Transaction	Nature of Transaction	Acquisition Price per Equity Share (in ₹)	Number of Equity Shares acquired
1.	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Spark Midas Investment Fund I	September 3, 2025	Transfer	1,465,874.00	350
2.	Manish Sharma	Pace Commodity Brokers Private Limited	September 10, 2025	Transfer	14,65,874.00	30
3.	Prof. Shashikanth Suryanarayanan	SARV Investments Limited	September 10, 2025	Transfer	14,65,874.00	135
4.	Amit Arun Dixit	SARV Investments Limited	September 10, 2025	Transfer	14,65,874.00	40
5.	Mallika R Iyer	SARV Investments Limited	September 12, 2025	Transfer	14,65,874.00	12
		Total				**567**
		Total (Adjusted for Bonus(1))				**850,500**
		Weighted average cost				**977.25**

Notes:

[(1)] Our Company has allotted 43,569,934 fully paid-up bonus equity shares of face value of ₹ 10 each, in the ratio of 1,499:1 to the eligible shareholders in accordance with the resolution passed by the Board at its meeting held on September 5, 2025, and pursuant to the resolution passed by the member of the company at an extraordinary general meeting held on September 10, 2025. The cost of acquisition of Bonus Shares is considered as Nil. The Issue price per equity share and the number of equity shares allotted have been adjusted to that extent.

10. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by the Selling Shareholders or other shareholders with the right to nominate directors on our Board are disclosed below:

(in ₹)

Past Transactions	WACA^	Floor Price (in times)	Cap Price (in times)
Weighted average cost of acquisition of primary transaction(s) (according to 9 (a) above)	NA	NA	NA
Weighted average cost of acquisition of secondary transactions(s) (according to 9 (b) above)	NA	NA	NA
Weighted average cost of acquisition (according to 9(C) above)			
Based on the primary transactions in the last three years	320.61	[●]*	[●]*
Based on the secondary transactions in the last three years	977.25	[●]*	[●]*

^ *As certified by S K Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.*

* *To be updated upon finalization of price band.*

11. Justification for Basis of Offer price

(a) Explanation for Offer Price/ Cap Price being [●] times of WACA of primary issuances/ secondary transactions of Equity Shares of face value of ₹10 each (as disclosed above) along with our Company's KPIs and financial ratios for the Fiscals 2025, 2024 and 2023:

[●]*

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

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

[●]*

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

12. 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 the demand from Bidders for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "*Risk Factors*", "*Our Business*" and "*Financial Information*" beginning on pages 33, 246 and 311, respectively, to have a more informed view.

STATEMENT OF SPECIAL TAX BENEFITS

REPORT ON STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors

SEDEMAC Mechatronics Limited (formerly known as SEDEMAC Mechatronics Private Limited)
Survey No. 270/1/A/2, Pallod Farms

Baner Road, Baner,

Pune - 411045

Date: 16 February 2026

Subject: Statement of possible special tax benefits ("the Statement") available to SEDEMAC Mechatronics Limited (formerly known as SEDEMAC Mechatronics Private Limited) ("the Company") and its shareholders, prepared in accordance with the requirement under Schedule VI – Part A - Clause (9) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the ICDR Regulations")

This report is issued in accordance with the Engagement Letter dated 09 October 2025 and addendum to engagement letter dated 14 October 2025.

We hereby report that the enclosed Annexure I prepared by the Company, initialed by us for identification purpose, states the possible special tax benefits available to the Company and its shareholders under direct and indirect taxes (together the "Tax Laws"), presently in force in India as on the signing date, which are defined in Annexure II (List of Direct and Indirect Tax Laws ('Tax Laws')) prepared by the Company, initialed by us for identification purpose. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure I cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure I and its contents is the responsibility of the management of the Company. We were informed that 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 the changing Tax Laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company (the "Proposed Offer") 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 possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ("Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. Our scope of work did not involve performance of any audit test in this context of our examination. Accordingly, we do not express an audit opinion.

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 do not express any opinion or provide any assurance as to whether:

i) the Company and its shareholders will continue to obtain these possible special tax benefits in future; or
ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company, and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. 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 the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this report, except as per applicable law.

We hereby give consent to include this report in the Red Herring Prospectus and Prospectus and in any other material used in connection with the Proposed Offer and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Kalpesh Khandelwal
Partner
Membership No: 133124
UDIN: 26133124JBIXRV4902

Place: Pune
Date: 16 February 2026

ANNEXURE I

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO SEDEMAC Mechatronics Limited ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company and its shareholders under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE TAX LAWS

A. *Possible Special tax benefits available to the Company*

1. The possible Special direct tax benefits available to the Company are Concessional Tax Rate under Section 115BAA of the Income-tax Act, 1961, Deduction for Employment Generation under Section 80JJAA of the Income-tax Act, 1961, Deduction for Scientific Research Expenditure under Section 35(1) of the Income-tax Act, 1961, Additional depreciation under Section 32(1)(iia) may be available if the Company does not opt for concessional tax rate.

2. The possible Special Indirect tax benefits available to the Company are Duty Drawback (DBK) Under Customs Act, 1962- Section 74 and 75, Remission of Duties and Taxes on Exported Products (RoDTEP) Notification under section 51B of the Customs Act, 1962 has been issued by DoR on RoDTEP scheme guidelines (Notification No. 76/2021 dated 23.09.2021), Sedemac Mechatronics Ltd. is registered with the Department of Scientific & Industrial Research (DSIR) for purpose of availing customs duty exemption in terms of Government Notification No. 51/96 - Customs dated 23.07.1996; The Company is availing benefits under the Package Scheme of Incentives (PSI) notified by the Maharashtra Government.

B. *Possible Special tax benefits available to Shareholders*

1. The possible special tax benefits available to Shareholders are (i) Long-term capital gains arising from transfer of inter alia an equity share exceeding INR 125,000 shall be taxed at 12.5% plus applicable surcharge and cess (without benefit of indexation) under section 112A of the Act of such capital gains subject to fulfillment of prescribed conditions. Further, in respect of non-resident shareholder foreign exchange rate fluctuation as per first proviso to section 48 of the Act shall not be available if capital gains are taxable under section 112 or 112A of the Act. Short-term capital gains arising from transfer of inter alia an equity share shall be taxed at 20% plus applicable surcharge and cess under section 111A of the Act subject to fulfillment of prescribed conditions. (ii) Availament of the beneficial tax rates on capital gains or dividends under applicable double taxation avoidance agreements (DTAA) if the shareholder in Non-resident. (iii) In respect of non-resident shareholders, 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 is resident. (iv) In respect of dividend, it is taxable in the hands of shareholders. For residents, it is taxed at applicable slab rates with a limited deduction under Section 57 (restricted to interest expense on loans taken to invest in dividend-yielding instruments up to 20% of such dividend income); for non-residents, it is subject to TDS at 20% (plus surcharge and cess) or a lower rate as per the relevant DTAA.

NOTES:

1. The above is as per the current Tax Laws in force in India.

2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own

professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

For and on behalf of SEDEMAC Mechatronics Limited

Rajesh Madhukar Seth
Chief Financial Officer
Place: Pune
Date: February 16, 2026

ANNEXURE II

LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No:	Details of Tax Laws
1.	Income-tax Act, 1961 and Income-tax Rules, 1962
2.	Central Goods and Services Tax Act, 2017
3.	Integrated Goods and Services Tax Act, 2017
4.	State Goods and Services Tax Act, 2017
5.	Customs Act, 1962 and Customs Tariff Act, 1975 read with respective rules, circulars and notifications made thereunder

For and on behalf of SEDEMAC Mechatronics Limited

Rajesh Madhukar Sheth
Chief Financial Officer
Place: Pune
Date: February 16, 2026

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, the information in this section is derived from the industry report titled "Industry assessment for control technologies used in automotive, generator and power tools industry" dated February 2026, prepared by CRISIL Intelligence (the "**CRISIL Report**"). We have commissioned and paid for the CRISIL Report for the purpose of confirming our understanding of the industry exclusively in connection with the Offer. We officially engaged CRISIL in connection with the preparation of the CRISIL Report pursuant to an engagement letter dated April 22, 2025, read with addendum letter dated February 16, 2026.*

A copy of the CRISIL Report is available on the website of our Company at https://www.sedemac.com/investors/other-information/ipo-offer-documents/industry-reports and has also been included in "Material Contracts and Documents for Inspection –Material Documents" on page 546. Further, references to segments in the CRISIL Report and this section, and information derived therefrom are in accordance with the presentation, analysis and categorisation in the CRISIL Report. The segment reporting in the Restated Financial Information is based on the criteria set out in Ind AS 108 (Operating Segments) and accordingly, our Company does not prepare its financial statements based on the segments outlined in the CRISIL Report and this section. The data included in this section includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. For the disclaimers associated with the CRISIL Report, see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation - Industry and market data" on page 30. For further details and risks in relation to commissioned reports, see "Risk Factors - This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL Intelligence, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 69.

Macroeconomic Overview of the Global & Indian Economy

Overview of the Global Economy

Review and Outlook of Global GDP

Global economic growth remained resilient in 2025, with advanced economies showing steady, albeit slightly slower growth (1.8% in 2024, vs 1.7% in 2025).

The global growth pace is estimated to be steady at 3.3% in 2026 and 3.2% in 2027 according to International Monetary Fund's ("**IMF**") world Economic outlook January 2026 estimates. A significant shift in policy is reshaping the global trade system, bringing uncertainty to the resilient global economy. The outlook for global trade has declined sharply due to a surge in tariffs and trade policy uncertainty. The new tariff measures by the United States ("**US**") and countermeasures by its trading partners may have an adverse impact on economic growth and inflation, and the escalating trade tension and heightened policy uncertainty are expected to weigh heavily on global economic activity.

The global growth pace is estimated to be steady at 3.3% in 2026 and 3.2% in 2027 according to IMF's WEO January 2026 estimates. Trade policy challenges are being countered by investments in tech (like AI), government support, and adaptable businesses, which are helping to keep things on track. The effects of tariffs and uncertainty are expected to fade going ahead.

Growth in advanced economies (like US, UK, Euro area, Japan) is projected to remain stable (1.7% in 2025 to 1.8% in 2026 and 1.7% in 2027) with the support of Fiscal policy as well as lower policy rate. Further, the adverse effects of elevated trade barriers are expected to diminish over the period.

In emerging markets and developing economies (like China, Russia, Brazil, India) growth is expected to slow down (4.4% in 2025 vs 4.2% in 2026 and 4.1% in CY2027), with pronounced downgrades for countries affected most by recent trade measures. The growth outlook is relatively more stable for India, despite global environment uncertainty. The steady expansion of the economy is supported by private consumption, particularly in rural areas.

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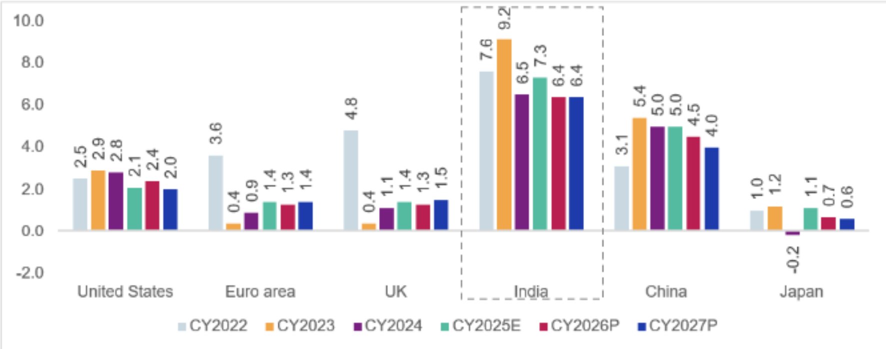
GDP growth (% y-o-y) of key economies



Note: On Calendar Year (CY) basis
** Euro area comprises 19 member countries of the EU*
Source: International Monetary Fund (IMF); World Economic Outlook (WEO) – April 2025 update, Crisil Intelligence

As per World Economic Outlook by IMF:

- Growth in advanced economies is estimated to be 1.7% in 2025 and it is projected to be 1.8% in 2026. The US witnessed an upward revision from the previous estimates of IMF owing to stronger than expected GDP growth in the third quarter of 2025 followed by federal government shutdown.
- The US economy is estimated to be at 2.1% in 2025 and it is projected to expand by 2.4% in 2026 driven by reduced helped policy rate and supportive Fiscal policy has helped to underpin economic growth. Moreover, as the initial shock of higher trade barriers wears off their negative effects have started to fade, allowing for a more stable economic outlook. Further growth is expected to remain strong at 2.0% in 2027 driven by Fiscal boost from tax incentives for corporate investments under the One Big Beautiful Bill Act of 2025. Technology driven momentum is expected to be moderate but still provide some offset to lower immigration and moderating consumption.
- In the Euro area growth is estimated to be at 1.4% in 2025. Further the growth rate is expected to remain steady at 1.3% in 2026 and at 1.4% in 2027. The growth projections for 2027 is marginally upward compared to 2026 owing to expected increase in public spending, particularly in Germany, and strong ongoing growth in Ireland and Spain.
- The United Kingdom growth estimated to be at 1.4% in 2025 and growth projected to be at 1.3% in 2026 due to slowdown in investments expected. Further growth forecast for 2027 is expected to be at 1.5%.
- In Japan growth is expected to moderate from 1.1% in 2025 to 0.7% in 2026 and projected to be 0.6% in 2027.This indicate slightly upward revision to IMF previous estimates, supported by Fiscal stimulus package announced by government.
- Emerging and developing economies are estimated to have grown by 4.4% in 2025 and growth pace expected to taper to 4.2% in 2026.The growth projection for China is revised upward from IMF previous estimates to reach 5.0% in 2025 supported by additional policy bank lending for investment and lower US effective tariff rates on Chinese goods. The economic growth rate is expected to decline to 4.5% in 2026 and 4.0% in 2027 as structural challenges begin to have a great impact. In India growth is estimated to be at 7.3% in 2025 reflecting strong performance in the last two quarter of 2025. On this elevated base, growth pace of the Indian economy is projected to moderate to 6.4% in 2026 and 2027.

Overview of the Indian Economy

Review of GDP growth over Fiscals 2020-2025 and Outlook for Fiscals 2025-2031

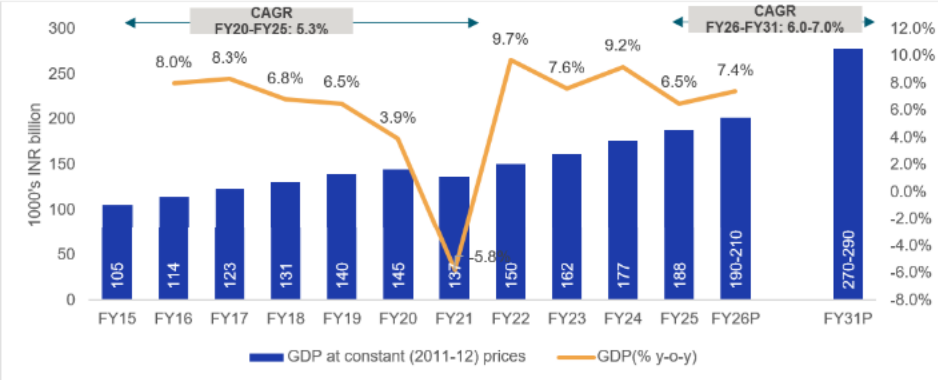
According to the IMF's January 2026 database, India has become the fourth-largest economy in the world surpassing Japan. At present, it is the fastest-growing major economy, outpacing its global peers.

The Indian economy is estimated to have logged a CAGR of 5.3% between Fiscals 2020 and 2025, driven by benign crude oil prices, soft interest rates and low current account deficit. However high growth and low inflation redefine the growth momentum in 2025. Inflation remains below the lower tolerance level; unemployment is on a declining trajectory and export performance continues to improve. Further, the financial environment remains supportive, with readily available credit and low interest rates. Also, the domestic demand remains strong, supported by robust private consumption.

According to the National Statistics Office's ("**NSO**") First advance estimates ("**FAE**"), India's GDP is projected to grow at 7.4% in Fiscal 2026 compared to 6.5% in Fiscal 2025. Fixed investments, majorly accelerated GDP growth in this fiscal. The real GDP growth is projected to be 6.7% for Fiscal 2027. Growth is slightly higher than the pre-pandemic decadal trend rate of 6.6% supported by healthy consumption, supportive monetary policy, low crude oil prices and mild pick up in private investment.

Private consumption has witnessed a slight moderation, but it continues to remain robust, driven by several supportive factors. These include tax relief measures, recent rate cut by RBI, substantial direct benefit transfers and positive impact on low inflation. Moreover, healthy monsoon is expected to support the agriculture sector and rural incomes. Robust agricultural production on the back of the favorable monsoon will help keep food inflation in check, which will free up household budgets for discretionary spending.

India's GDP growth trend and outlook



Note: P – projected
Source: National Statistical Office (NSO), IMF, Crisil Intelligence estimates

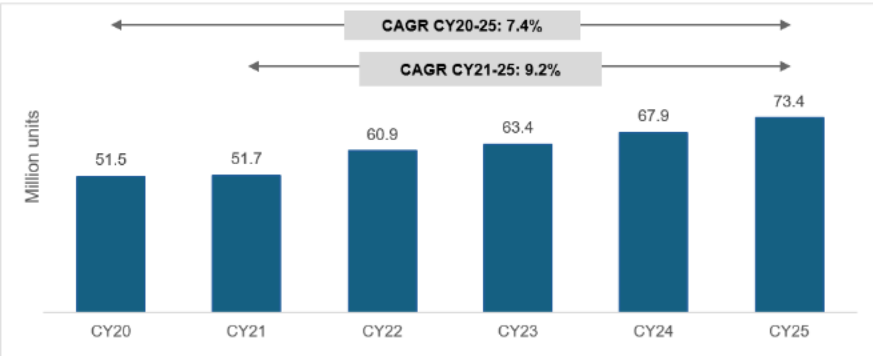
CRISIL Intelligence expect the GDP growth momentum to continue over the long-term horizon and the economy to clock a CAGR of 6-7% between Fiscals 2026 and 2031.

Review and outlook for global two-wheeler industry

Review of global two-wheeler industry (2020-2025)

The global two-wheeler industry grew at 7.4% CAGR during 2020 to 2025 period. The industry witnessed a sharp contraction during the pandemic period amidst the lockdowns, factory closures, supply chain disruptions, and reduced travel. With gradual improvement in the pandemic scenario, normalization in economic activity, resumption in travel, ironing out of supply chain disruptions and supported by the pent-up demand, the industry bounced back and witnessed a healthy 9.2% CAGR growth between 2021 to 2025.

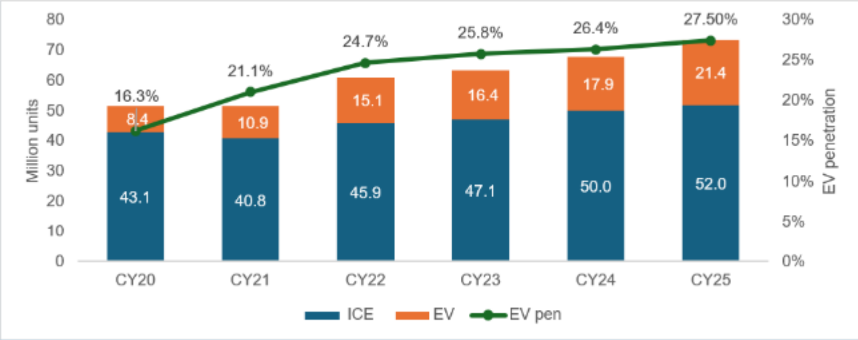
Global two-wheeler industry sales trend



Note: Data includes High speed as well as low speed electric vehicles
Source: Nexdigm data

Moreover, the rising electrification provided an additional push to the global two-wheeler demand during the 2021 to 2025 period. E 2Ws clocked a sizeable 18.3% CAGR during the same period and reached 21.4 million units by 2025. With the faster rise in EV sales the EV penetration increased from 16.3% in 2020 to 27.5% by 2025.

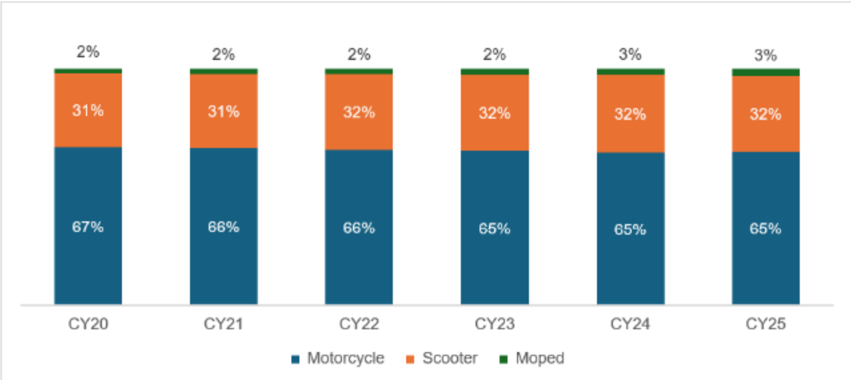
Global two-wheeler sales powertrain split



Note: Data includes high speed as well as low speed electric vehicles
Source: Nexdigm data

Increasing electrification, which is more prominent in scooters, has aided the growth of scooters segment which clocked a faster growth at 8% CAGR compared to motorcycles segment which witnessed 6.7% CAGR growth. Globally, motorcycles continued to dominate the industry with 60%+ share, although, their share dropped from 67.0% in 2020 to 65.0% in 2025.

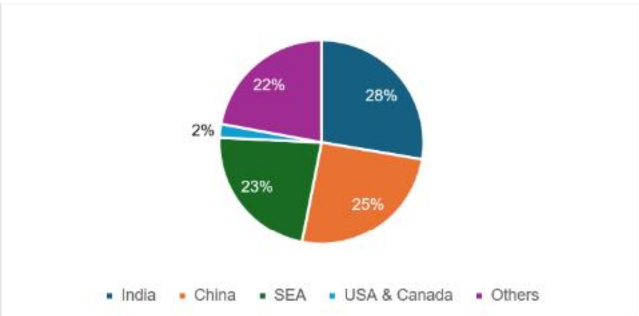
Global two-wheeler industry segmental split



Source: Nexdigm data

Asia Pacific (APAC) Region dominates the world two-wheeler market with 70%+ share. The top two contributors to the global sales, India and China are part of the APAC region coupled with other large two-wheeler markets like ASEAN countries of Indonesia, Thailand, Vietnam, Philippines, Malaysia, Singapore, Myanmar, and Cambodia.

Global two-wheeler sales regional split 2025

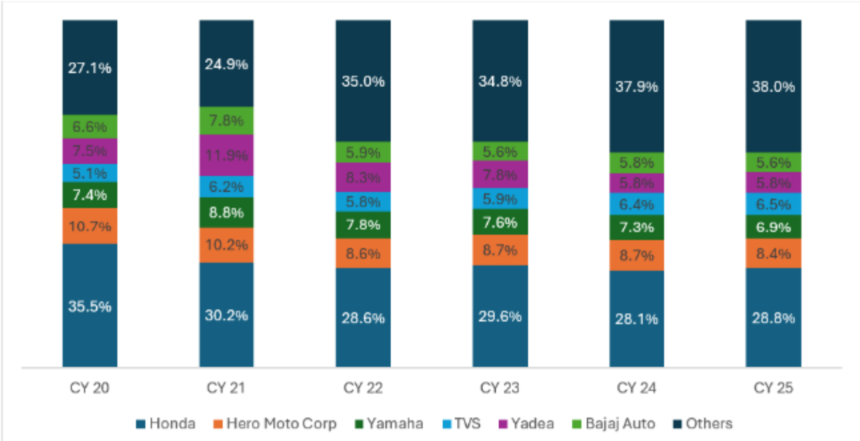


Note: SEA: Southeast Asia
Source: Nexdigm data

Competitive Landscape

Honda leads the global two-wheelers market, followed by Hero MotoCorp, Yamaha, TVS, Yadea and Bajaj Auto. Together, these five manufacturers account for over 50% of the global market. Amidst the intensifying competition, especially from the emerging EV players, the share of these 5 players has dropped from 62% in 2020 to 56.4% in 2025.

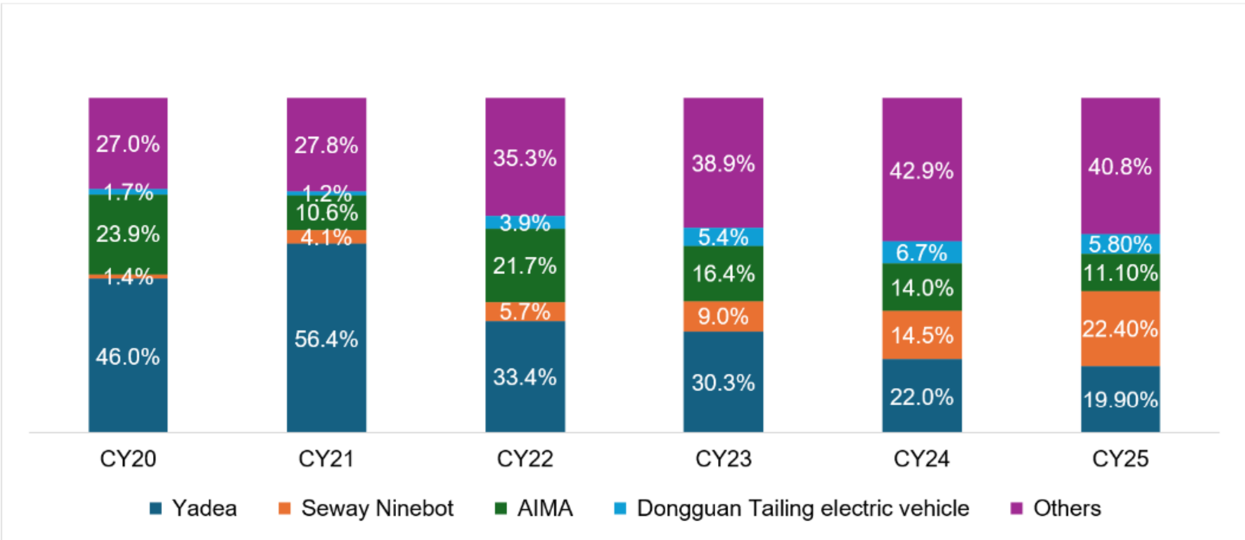
OEM wise contribution in global 2W sales



Note: Data includes High speed as well as low speed electric vehicles
Source: Nexdigm data

Within the EVs, Yadea leads the segment followed by Seway Ninebot who has expanded its presence in the EV space significantly during 2020 to 2025 period. Portfolio expansion by traditionally ICE players like TVS, Bajaj coupled with entry of new age players like Ola, Ather intensified competition within the EV segment as well.

OEM wise contribution in global E 2W sales



Note: Data includes high speed as well as low speed electric vehicles
Source: Nexdigm data

Growth drivers for global two-wheeler industry

Two-wheelers see a healthy demand in many emerging economies including India and are preferred over four wheelers by a sizeable population especially for their regular commute. This is primarily due to the lower acquisition cost, higher mileage, lower maintenance costs, ease of navigation, especially during the traffic hours, hassle free parking and suitability of two-wheelers on rugged roads.

On a long-term horizon, the two-wheeler industry demand is expected to continue to remain buoyant amidst:

- **Macroeconomic development**: Continued growth in GDP to support the growth in disposable incomes especially in the emerging nations like India which is the top contributor to the global two-wheeler market. India is expected to outpace the global GDP growth over the longer horizon supporting the improvement in disposable income. Increasing disposable incomes is expected to support the growth of middle class, especially in emerging markets and aid the two-wheeler demand.

- **Increasing urbanization & congestion**: Continued population growth in major cities amidst the shift from nearby rural areas towards the cities is leading to increased urbanization and increased congestion in these cities. Two-wheelers can navigate through congested roads more easily than cars, making them a popular choice for daily commutes.

- **Affordability and fuel efficiency**: Two-wheelers are often more affordable than cars, with lower purchase prices and maintenance costs, making them accessible to a wider range of consumers. Two-wheelers are generally more fuel-efficient than cars, making them an attractive option for commuters looking to save on fuel costs.

- **Rising Demand for Last-Mile Connectivity**: Two-wheelers are often used for last-mile connectivity, and the growth of e-commerce and food delivery services is leading to an increase in demand for two-wheelers for commercial use.

- **Technological Advancements**: Continued technological advancements and launch of more efficient, feature rich attractively designed vehicles are making two wheelers more appealing to the consumers. Technologically advanced features including ride journal, real time statistics, intercity trip planner, savings tracker, universal connectivity (smart phone, smart watch, helmet), anti-theft alert etc. are an added incentive for the customers to prefer e2Ws. Many two-wheelers now come equipped with connected features such as GPS, Bluetooth, and Wi-Fi, enabling features like navigation, vehicle tracking, and ride analytics. Two-wheelers are now equipped with advanced safety features like ABS (Anti-lock Braking System), CBS (Combined Braking System), and traction control, which improve safety and stability. Further, many OEMs are working on autonomous features like adaptive cruise control, lane departure warning, and blind spot detection, enhancing safety and convenience.

- **Rising electrification**: EV penetration is rising at a rapid pace globally aided by:

    - Government support: Amidst the rising environmental concern, many governments have set up tall electrification targets. Governments in various countries are aiding the EV adoption through regulations and incentives.

    - Over and above the incentives for the customers, the governments are also offering incentives in the form of tax breaks for EV manufacturers to set up their plants and are also promoting battery manufacturing capabilities, EV component manufacturing as well as expansion of charging infrastructure. Certain countries in Europe are offering direct purchase subsidies, tax exemptions and non-Fiscal benefits for purchase of EVs. China is promoting EV adoption with tax breaks, research funding, subsidies and New Energy Vehicle (NEV) mandates for OEMs. South Korean government is implementing regulations and incentives to encourage EV adoption as well as to increase the availability of charging infrastructure. Such government initiatives are expected to back EV adoption over the longer run.

    - Expansion in charging infrastructure: Governments worldwide are playing a pivotal role in accelerating the electrification of the automotive industry by providing substantial support for the expansion of charging infrastructure. This strategic move is expected to give a significant boost to the adoption of electric vehicles (EVs), driving the industry towards a more sustainable and environmentally friendly future.

    - The expansion of charging infrastructure is a crucial factor in addressing the concerns of potential EV buyers, particularly range anxiety and charging convenience. By investing in the development of a comprehensive and accessible charging network, governments are helping to alleviate these concerns and create a more favorable environment for EV adoption.

    - Increasing awareness: Growing concerns about climate change, air pollution, and environmental degradation are leading to increased awareness about the benefits of EVs, including reduced greenhouse gas emissions and lower operating costs.

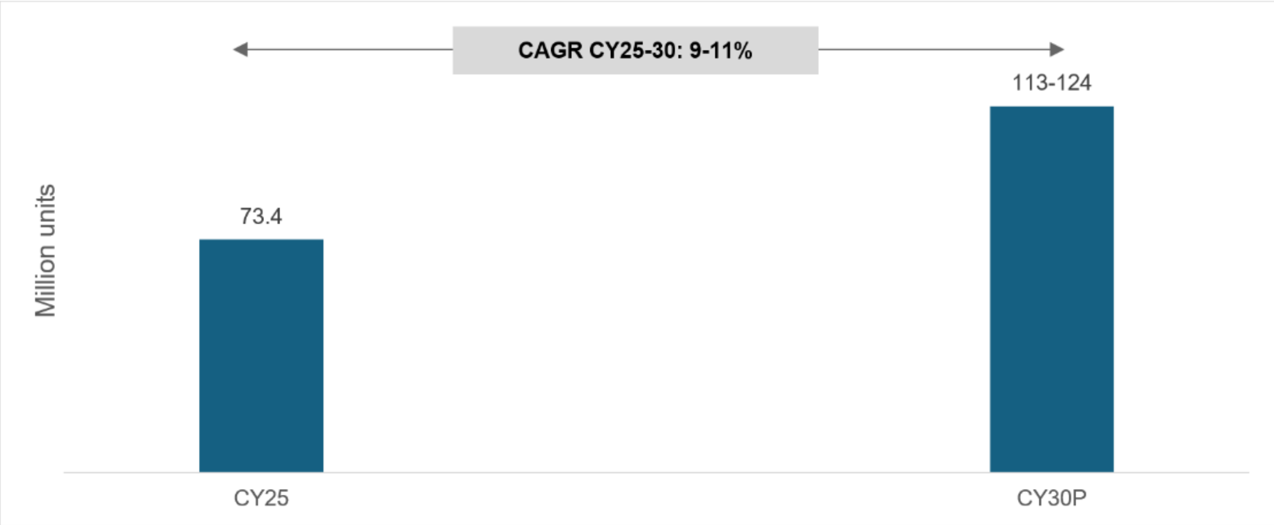
    - Lowering acquisition costs: The prices of lithium-ion cells and battery packs have been declining steadily in recent years. This is due to several factors, including increased demand, technological advancements, and economies of scale. Battery prices are expected to slide further going ahead, keeping the acquisition costs in check.

    - Economies of scale: The fast-rising electrification within the two-wheeler industry, and in turn, the increased production levels, are expected to bring in economies of scale going ahead, helping the industry keep the vehicle prices competitive over the long-term horizon.

Global two-wheeler Industry Outlook 2024-203

The global two-wheeler industry is projected to grow at 9-11% CAGR to reach 113-124 million units by 2030. This growth will be led by the increasing two-wheeler sales in India, China and the Southeast Asia. Improvement in economic conditions, rising demand from underlying segments like e commerce, ride hailing coupled with increased traction for EVs to support this demand growth.

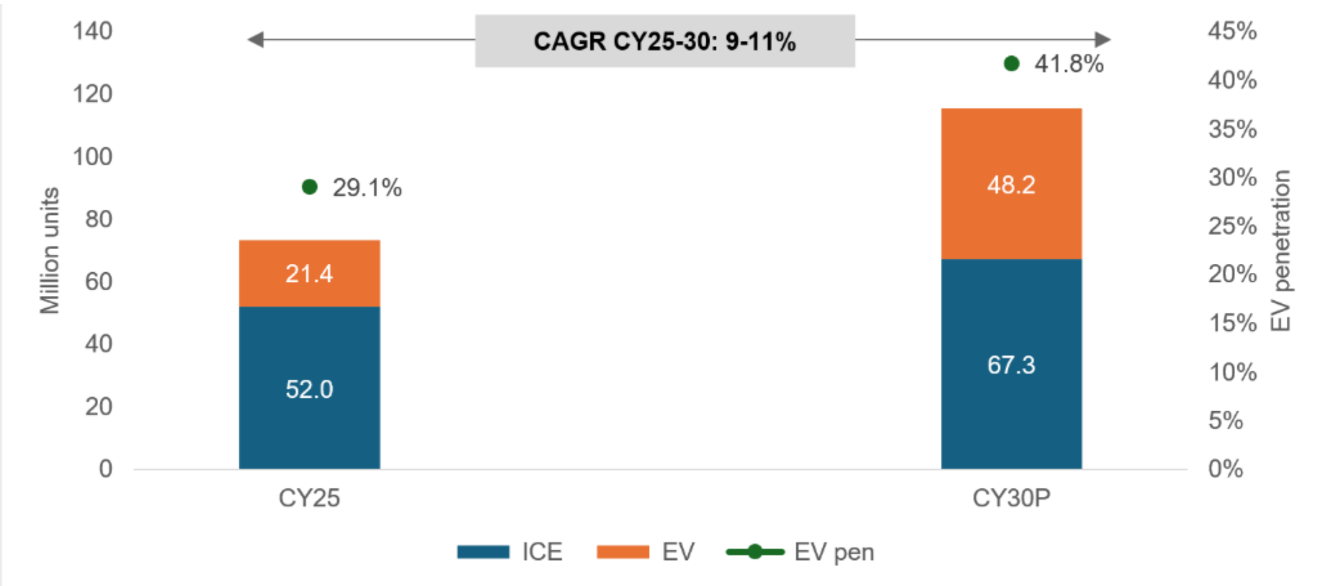
Global two-wheeler industry sales outlook



Note: Data includes High speed as well as low speed electric vehicles
Source: Nexdigm data

Governments' focus on ecofriendly transportation, EV incentives, increasing customer awareness, shifting customer preferences, expansion in EV portfolio, improving EV infrastructure, reducing global battery prices & in turn reducing EV acquisition costs are expected to provide thrust to electrification going ahead. Stricter emission norms and long-term electrification goals of the governments are other key factors providing the push to electrification levels. EVs are projected to clock a much faster growth at 17-19% CAGR while off the larger base, the ICE vehicle sales are expected to grow at a relatively slower pace of 4-6% CAGR. In turn, globally, the EV penetration is expected to reach 41-43% levels by 2030 from the 29.1% penetration levels witnessed in 2025.

Global two-wheeler sales powertrain split outlook



Note: Data includes High speed as well as low speed electric vehicles
Source: Nexdigm data

One of the largest contributors to the global two-wheeler sales, scooter segment, is expected to grow at an accelerated pace going forward led by the expanding vehicle portfolio, rising electrification as well as continued demand for scooters. And the scooters share is expected to remain constant around 31-33% in 2030 from 32.1% share in 2025. The share of motorcycles is expected to slightly increase from 64.9% in 2025 to 65-67% in 2030.

By 2030, India is expected to remain the global leader in the two-wheeler market, followed by China and other Southeast Asian countries such as Thailand, Indonesia, and the Philippines. These markets will continue to dominate due to their large populations, growing middle class, and heavy reliance on two-wheelers for daily mobility.

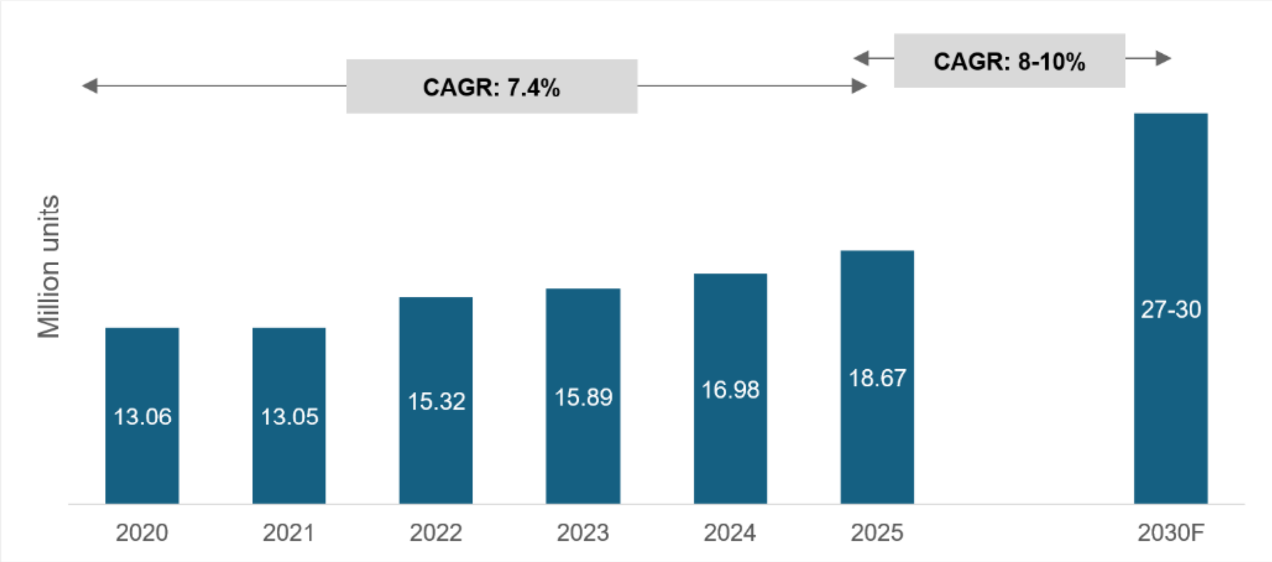
Europe will see rising demand for two-wheelers, especially in countries like Germany, the Netherlands, and Malta, where over 70% of the population lives in urban areas. The European Green Deal's goal to reduce carbon emissions by 55% by 2030 is to drive growth in electric two-wheelers, supported by government subsidies and tax benefits. Urban congestion and the expansion of food delivery services are also boosting demand for scooters and motorcycles in cities.

In the US and Canada, two-wheeler demand is expected to grow amidst the increasing investments in bike lanes, charging infrastructure, and urban mobility planning. Both governments offer incentives to promote electric mobility, such as the US Clean Vehicle Credit and Canada's Zero-Emission Vehicle Program, which provides rebates up to CAD 5,000. Rising urban congestion is encouraging consumers to choose motorcycles, scooters, and e-bikes for short trips and last-mile travel.

Review and outlook of two-wheeler industry by volume – region wise

China

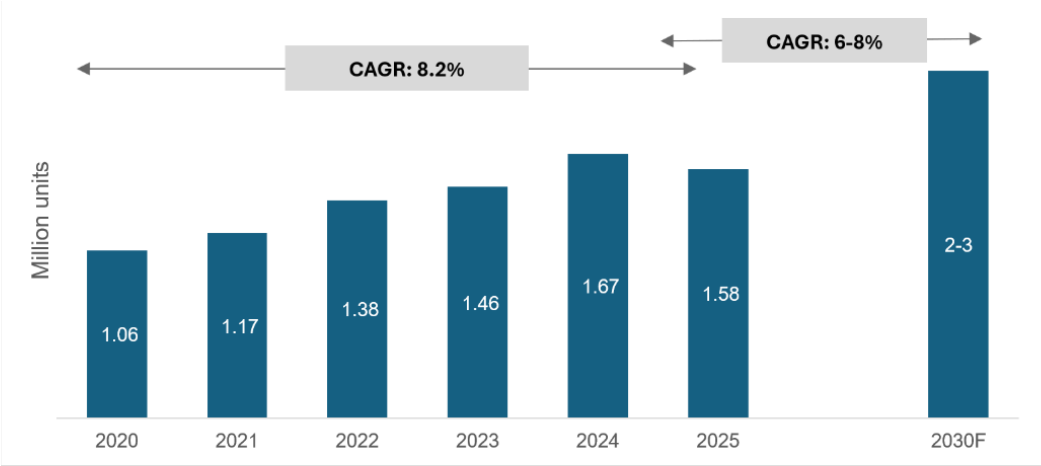
In China, the two-wheeler market has shown strong growth, rising from 13.06 million units in 2020 to an estimated 18.66 million units by 2025, reflecting a CAGR of 7.4%. The market is expected to accelerate further to reach between 27-30 million units by 2030, growing at a projected CAGR of 8-10% in the second half of the decade. This growth is primarily driven by China's aggressive push toward electrification, backed by government policies, subsidies, and local manufacturing capabilities in electric two-wheelers. Additionally, rapid urbanization and the growing adoption of smart and connected mobility solutions are fueling demand, especially among younger and urban consumers.



Source: Nexdigm data

USA & Canada

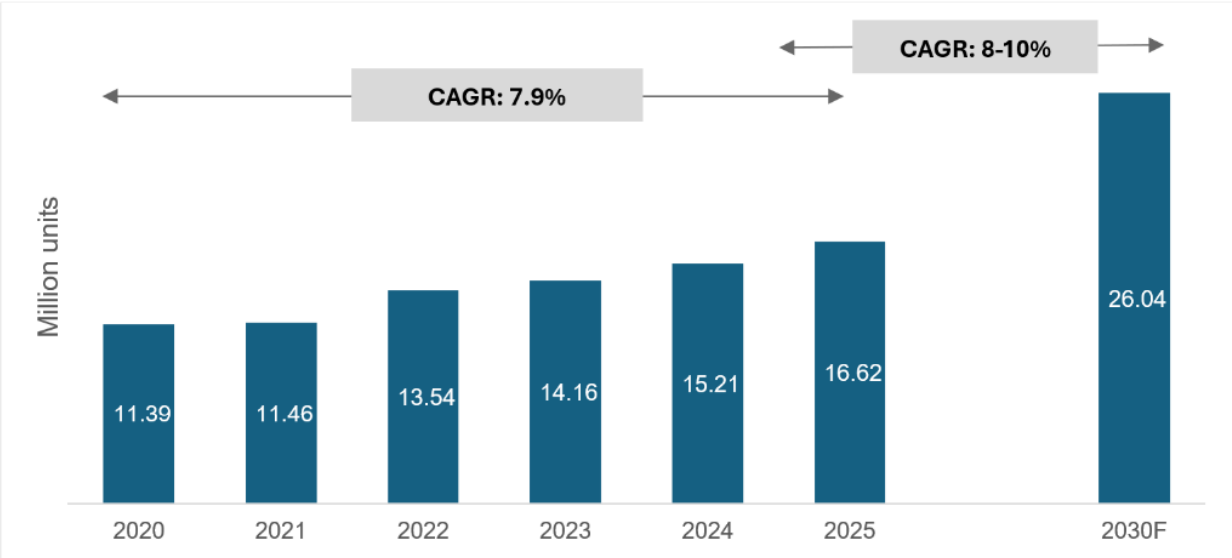
In USA and Canada, the two-wheeler market has expanded steadily from 1.06 million units in 2020 to an estimated 1.58 million units in 2025, maintaining a CAGR of 8.2%. The market is expected to grow further, reaching 2-3 million units by 2030 with a projected CAGR of 6-8% during the second half of the decade. Growth in North America is largely attributed to a strong leisure and recreational riding culture, with high demand for premium, cruisers, and adventure motorcycles. Moreover, a gradual shift toward electric two-wheelers is emerging, supported by increasing awareness around sustainability, environmental regulations, and rising fuel prices.



Source: Nexdigm data

SEA – South-east Asia

In Southeast Asia (SEA), the two-wheeler market grew from 11.39 million units in 2020 to 16.62 million units in 2025, showing a CAGR of 7.9%. It is expected to reach 24-27 million units by 2030, supported by a CAGR of 8-10% in the latter half of the decade. SEA's growth is driven by the region's heavy reliance on two-wheelers for everyday commuting due to congested urban centers and limited public transport infrastructure. Additionally, the booming e-commerce and food delivery sectors are significantly increasing demand for two-wheelers, especially for last-mile logistics and fleet-based applications.



Source: Nexdigm data

Review and outlook on the Indian two-wheeler (2W) Industry

Review of Indian domestic two-wheeler industry (Fiscal 2020 to 2026 YTD)

India is the largest motorised (engine-powered) two-wheeler market in the world by volume, with domestic sales of 20 million units in Fiscal 2025. The two-wheeler sales volume constituted 76.3% of the total automobile market, which includes two-wheelers, three-wheelers, passenger vehicles (PVs), commercial vehicles (CVs) and tractors by volume in Fiscal 2025. The passenger vehicle segment contributed about 16.4% to the Indian automobile industry, while CVs contributed about 3.7% with three-wheelers and tractors contributing 2.6% and 3.6% respectively.

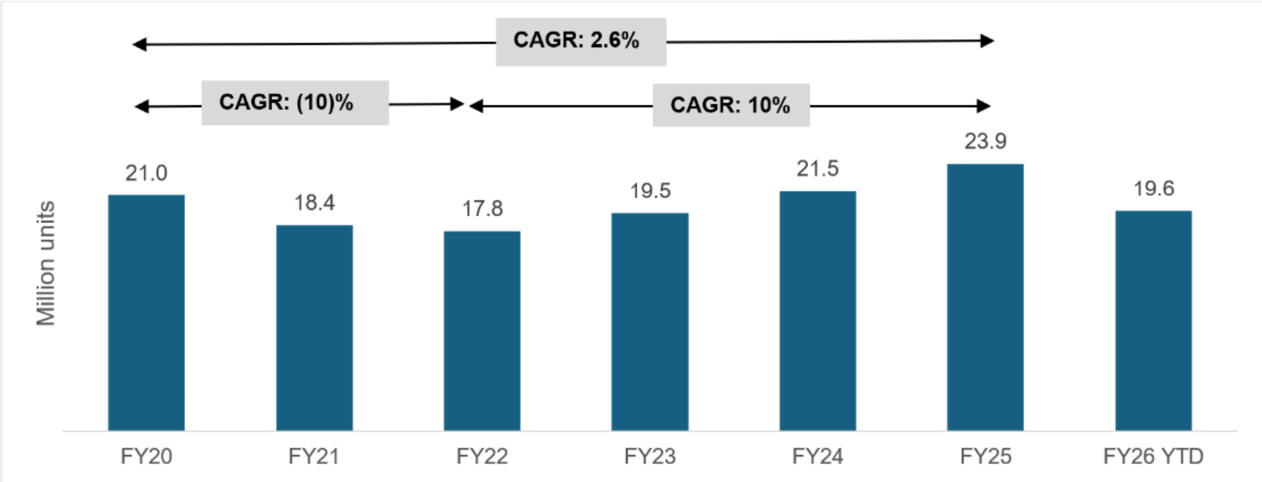
The two-wheeler segment witnesses a healthy demand in India and is preferred over four-wheelers by most of the Indian population, especially for their regular commute. This is primarily due to the lower acquisition cost, higher mileage, lower maintenance cost, ease of navigation especially during rush hours, hassle-free parking and suitability of two-wheelers on rough roads.

Two-wheeler industry contributes the highest share amongst all other vehicle category majorly driven by revival of rural sentiments and new launches. Fiscal 2025 witnessed the strong performance in the domestic segment and the sharp growth in rural demand accelerated growth momentum in two-wheeler sales.

Historic production development - Fiscal 2020 to 2026 YTD

The domestic production clocked a CAGR of 2.6% over the period of 5 years to reach a volume of 23.9 million in Fiscal 2025. In fact, between Fiscal 2009 to Fiscal 2019, the industry production accelerated at a much faster pace of 11% CAGR and reached a historic high of volumes of 24.5 million in Fiscal 2019.

Review of domestic production of two wheeler (Fiscal 2020-2026 YTD)



Note: SIAM production numbers do not include numbers for a few OEMs such as Ola.
YTD: April-December 2025
Source: SIAM, CRISIL Intelligence

During Fiscal 2009 to Fiscal 2019, India's GDP as well as private final consumption expenditure grew at a healthy pace of 7% CAGR. Moreover, inflation levels were on a tapering trend reaching ~3% levels in Fiscal 2019. This favorable macro-economic environment led to an increase in disposable incomes and gave a thrust to the industry growth over the decade. In addition, the expansion in vehicle portfolio by OEMs, the accelerated growth in the scooter segment and the healthy growth of the premium motorcycle (=>125 cc) sub-segment provided an additional support to the industry growth over the decade. These favorable factors helped the two-wheeler industry reach a historic high of 24.5 million volumes in Fiscal 2019. These record high production numbers were despite the higher-than-normal price rise (due to BSIV implementation in Fiscal 2018) as well as the GST implementation (Fiscal 2018) and demonetization (Fiscal 2016) that limited growth of the industry.

During this period, significant technological development was also witnessed pertaining to fuel injection systems. While some two-wheeler manufacturers began experimenting with Electronic Fuel Injection (EFI) before 2019 to improve performance and emissions, it was only with the implementation of BSVI norms in April 2020 that EFI became the preferred fueling system across the industry. Although EFI was not legally mandated, the need to meet BSVI's stringent emission norms effectively made it the dominant fueling choice, replacing traditional carburetors. In 2019, the Indian government also mandated installation of Anti-Lock Braking System (ABS) on two-wheeler, driving the adoption of sensor technology in this sector. Another significant development post-2018 was the replacement of traditional starter motors with Integrated Starter Generator (ISG) technology. This system gained traction in the two-wheeler industry due to its ability to deliver silent and reliable engine starts - a key benefit for urban traffic conditions. While it also contributed marginally to fuel efficiency improvements, the primary driver of adoption was the improved customer experience through smoother and quieter starts.

However, over the next three years, from Fiscal 2019 to Fiscal 2022, the industry witnessed a contraction at a CAGR of 10% as the pandemic, nationwide lockdowns, reduced mobility, unfavorable macroeconomic scenario, closure of schools, colleges and offices, and work from home impacted the demand for two-wheelers.

With improvement in mobility, reopening of schools/colleges/offices, revival in macroeconomic environment, industry production revived and clocked a 10% CAGR between Fiscal 2022 to Fiscal 2025. During April-December of Fiscal 2026, the two-wheeler industry sustained this growth momentum with production reaching 19.6 million units clocking the growth of 9% compared to the corresponding period Fiscal 2025. The gradual uptick in production volume was witnessed during this period owing to recovery from pandemic, rising demand due to improved rural sentiments and increased export growth. This period also saw a surge in electric two-wheeler segment and first-time industry reaches to more than million units' sale in EV segment.

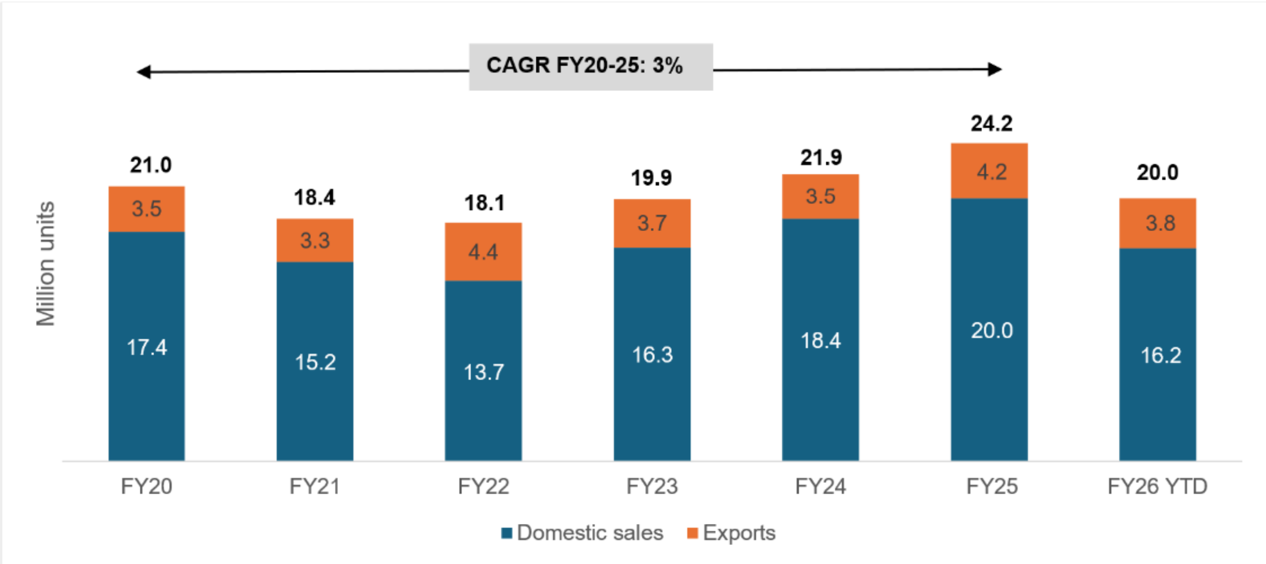
Fiscal 2026 witnessed a modest beginning for EV penetration, commencing from a relatively low base in April, amidst a reduced subsidy. However, EV penetration gradually increased until September, driven by rising EV sales, although growth was somewhat constrained by the limited availability of rare earth magnets. The introduction of GST 2.0 led to a reduction in GST on ICE vehicles, providing an additional boost to ICE vehicle sales during the festive months of October and November. Conversely, the GST on EVs remained at 5%, widening the price gap between ICE and EVs, which negatively impacted EV penetration during this period. Nevertheless, December saw a gradual uptick in EV penetration.

Split of industry by domestic sales and exports- Fiscal 2020-2026 YTD

The total sales of the two-wheeler industry grew at a CAGR of 3% between Fiscal 2020 to Fiscal 2025 and reached a volume of 24.2 million in Fiscal 2025. Domestic sales, which contribute more than 80% of the total sales of the industry, witnessed growth at 2.8% CAGR while the smaller exports segment clocked a faster 3.6% growth off the low base.

The domestic industry witnessed a sharp drop at 11.4 CAGR% between Fiscal 2020 – Fiscal 2022 amidst the pandemic and reached a low of 13.7 million in Fiscal 2022. From the reduced base of Fiscal 2022, domestic sales rebounded in Fiscal 2023 and recorded a healthy growth of 19%, driven by improving demand sentiments and the normalization of economic activities and increased mobility. The pent-up demand due to the postponement during the pandemic period and a sharp rise in scooters demand with restarting of colleges and offices provided a boost to the industry demand. Despite the normalization of public transport, improved frequency of intracity bus and railway services, the demand for the last mile mobility, and in turn the demand for two-wheelers remained buoyant during the year.

Domestic sales and exports of two-wheeler (Fiscal 2020-2026 YTD)



Note: Data for ICE and EV domestic sales are the retail data based on Vahan; Exports are based on the SIAM reported numbers.
YTD: April-December 2025
Source: SIAM, VAHAN, CRISIL Intelligence

However, the higher interest outgo with increased repo rates and further increase in vehicle prices restricted the growth of the domestic sales in Fiscal 2023.

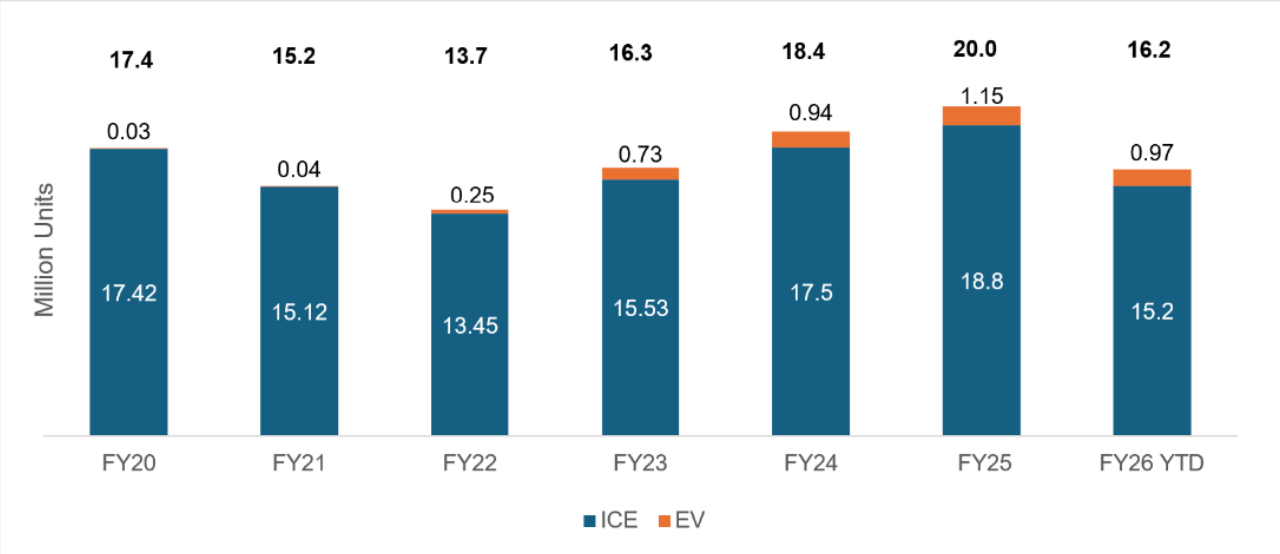
In Fiscal 2024, the domestic sales grew by a further 13%, supported by further improvement in the macroeconomic scenario, rural support, continued traction for premium motorcycles as well as scooters. In addition, continued demand for electric two-wheelers despite the subsidy cut supported the growth in Fiscal 2024. The new launches, especially in the premium segments provided an added support to the demand. The commuter motorcycle segment also witnessed some improvement during the year after consecutive contractions aided by limited rise in operating costs as well as increased customer incentives.

In the Fiscal 2025, industry sales clocked 20 million units, an increase of 8% over the previous year. Strong performance in rural area witnessed during the Fiscal year. As per Federation of Automobile Dealer Association (FADA) two-wheeler market grew by 8.39% in rural area compared to 6.77% in urban areas in the Fiscal 2025.The growth has been driven by recovery in the rural market aided with healthy crop prices boost the rural incomes and pent-up replacement demand.

Fiscal 2026 has already recorded sales of 16 million units and exports of 4 million units in its first nine months, supported by GST cuts in September 2025 along with continued rural market momentum. During the April-December of Fiscal 2026 period, domestic sales witnessed 5% growth y-o-y and exports witnessed 24% growth y-o-y. The sustained growth of the two-wheeler (2W) industry has also supported the expansion of the ISG segment.

Scooter sale are also supported by urban income and rising demand for scooters in the rural market. Additionally, premiumisation to also aids volume across both Motorcycles and scooters. Continued demand for premium vehicles as well as electrification provided an added support to the domestic market during the year.

Domestic two-wheeler sales volume trend (ICE vs EV)



Source: VAHAN, CRISIL Intelligence

y-o-y growth	Fisal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2020-Fiscal 2025 CAGR
ICE	-17.8%	-13.2%	-11.1%	15.5%	12.7%	7.6%	1.6%
EV	-4.1%	67.0%	464.1%	187.9%	28.5%	22.9%	112%

Source: SIAM, VAHAN, CRISIL Intelligence

Between Fiscal 2020 and Fiscal 2025, the domestic sales of two-wheeler grew at 2.8% CAGR to reach ~20 million levels. Over the last 5 years, the electrification within the industry has significantly contributed to growth in overall industry sales. In Fiscal 2022, Electric 2-wheelers achieved highest growth. The sharp rise in EV was driven by government push for EV adoption and increasing consumer interest in electric vehicles.

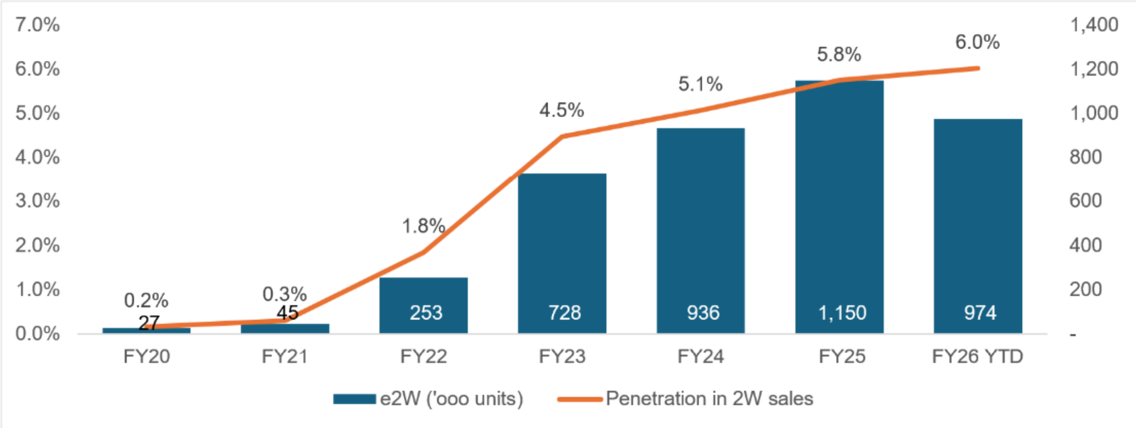
In Fiscal 2022, despite a continued decline in ICE two-wheeler sales, the strong growth momentum in EV retails - which grew by over 460% year-on-year - partially offset the decline in overall two-wheeler sales volume, even though the share of EVs was minimal compared to ICE. During Fiscal 2020 to 2025, ICE segment grew marginally by 1.6 %. However, EV retails grew with 112% CAGR for the same period. For Fiscal 2025, EV penetration reached around 5.8% and EV volumes recorded 1.15 million units. In April to December of Fiscal 2026, EV penetration witnessed a marginal increase to 6.0%, restricted due to vehicle supply issues amidst the rare earth crisis. The increased push to ICE vehicles during the third quarter of Fiscal 2026, with price cut in ICE vehicles in GST 2.0 also limited the EV penetration during the year.

Electrification in the 2W industry

EVs are gaining global interest amidst the need to curb pollution. In India EVs are gaining popularity, as the government is extending support via Faster Adoption and Manufacturing of Hybrid and Electric vehicles (FAME II), EMPS subsidy and latest PM E-drive subsidy, state subsidy and tax rate cuts to encourage EV adoption. Further, growing awareness and concerns about environmental issues are likely to drive electrification in India.

EV sales have grown, especially the post pandemic aided by the rising awareness, government support and expanding EV portfolio of the industry. The entry of the new age non-traditional OEMs like Ola, Ather, Okinawa and Ampere provided an additional boost to the EV segment in India.

E-2W Retails and Penetration trend – Fiscals 2020 to 2026 YTD



Note: Only high-speed electric two-wheelers have been considered for the analysis
VAHAN data does not include Telangana & Lakshadweep retails
YTD: April-December 2025
Source: VAHAN, CRISIL Intelligence

The high-speed electric two-wheeler have propelled momentum in electric two-wheeler having increased at a rapid pace from 27 thousand units' retails in Fiscal 2020 to 1.15 million units' retails in Fiscal 2025 marking significant growth of 112% CAGR during the period. The healthy growth in electrification was encouraged by rising awareness, continued government support, lower total cost of ownership of EVs compared to their ICE counterparts, narrowing gap between acquisition cost of EV and ICE parallels, lower maintenance, new age advanced features and expanding EV portfolio of the industry. The penetration level for EV grew from 0.2% in Fiscal 2020 to 5.8% in Fiscal 2025 and remaining steady at 6.0% in the April-December of Fiscal 2026.Going ahead, the rise in electrification is estimated to contribute significantly to the industry growth over the long term.

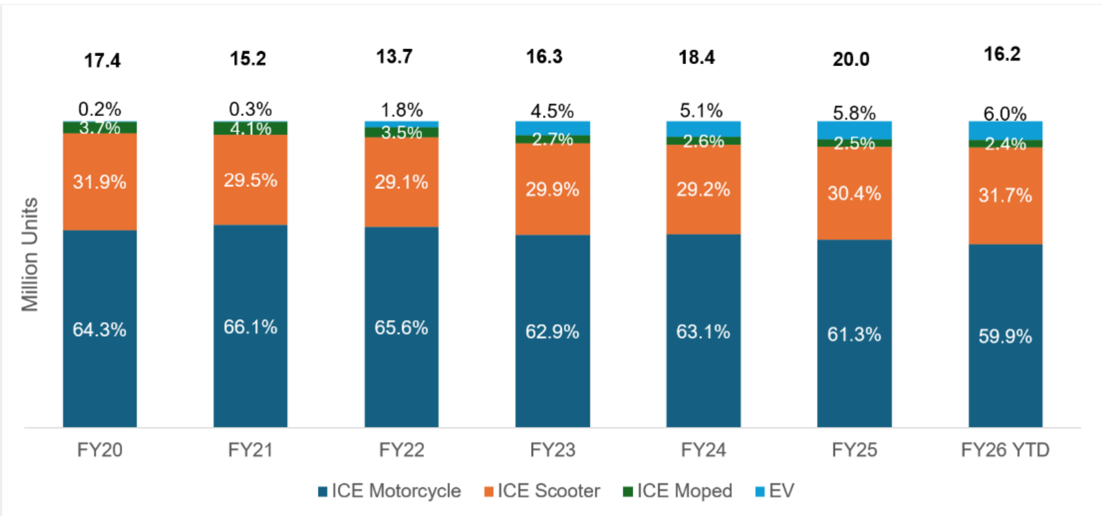
Segment wise domestic sales trend

Motorcycles dominate the domestic two-wheeler industry sales with more than 60% contribution to the annual domestic sales volumes. However, their contribution has gradually contracted over the years, from 64% in Fiscal 2020 to 61% by Fiscal 2025 and approximately 60% in April-December of Fiscal 2026. The continued requirement of motorcycles, especially for daily commuting in the absence of public transport, supported the demand for motorcycles and limited their decline.

On the other hand, the scooters segment expanded its presence over the long-term horizon; from 32% in Fiscal 2020 to 36% in Fiscal 2025 and 38% in April-December of Fiscal 2026. The mopeds segment also lost some ground to scooters over the years, from 3.7% share in Fiscal 2020 to 2.5% in Fiscal 2025 and 2.4% in April-December of Fiscal 2026.

The share of the scooter segment increased on the back of strong demand from Domestic two -wheeler sales segmental trend. New model launches increasing use of scooters by working women in urban areas (due to high convenience) and a growing preference as a second vehicle in households. There has been an increase in multiple vehicle ownership, including a passenger vehicle, and multiple two-wheelers in a single family, driving demand.

Domestic two-wheeler sales trend – Fiscals 2020 to 2026 YTD



Note: It is essential to note that the segmental split provided pertains to ICE two-wheelers, as the corresponding breakdown for EVs is not readily available. Notably, e-scooters account for over 95% of total EV sales, making them a dominant force within the EV segment. For this analysis, only high-speed EV data from VAHAN has been considered.
YTD: April-December 2025
Source: SIAM, VAHAN, CRISIL Intelligence

The scooter also gained acceptance in rural areas as road penetration increased, and it became a utility vehicle. Earlier, the scooter was positioned primarily as an urban vehicle. Now, it has gradually evolved to become a preferred means of commuting for women in rural areas as well.

CAGR for Domestic two -wheeler sales segmental trend (Fiscal 2020-2025)

y-o-y growth	Fisal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2020-Fiscal 2025 CAGR
Motorcycle	-17.5%	-10.6%	-10.3%	13.9%	13.7%	5.3%	1.8%
Scooter	-16.9%	-19.1%	-6.4%	31.7%	13.0%	14.5%	5.2%
Moped	-27.7%	-3.1%	-23.3%	-6.7%	9.1%	4.2%	-4.7%

Between Fiscal 2020 to Fiscal 2025, scooters clocked the fastest growth at 5.2% CAGR while the dominant segment motorcycles posted a moderate growth at 1.8% CAGR. The smallest segment mopeds contracted at 4.7% CAGR during the same period.

There was significant growth in Fiscal 2023 in Scooter as well as Motorcycle segment due to the pent-up demand from the past two years provided a boost to the sale. In addition, the increased retails of e-scooters also gave an additional boost to the scooter sales. The scooter segment grew at a faster pace of 32% year-on-year, compared with 14% growth witnessed in motorcycles, thus backing the share expansion of scooters in Fiscal 2023. In Fiscal 2024, both motorcycles and scooters increased at a healthy pace of around 14% keeping the share near steady. However, in Fiscal 2025 motorcycle segment drop sharply by 5.3% while scooter segment held steady growth at 15% owing to remarkable contribution of electric two wheelers.

Key players in the domestic two- wheeler industry

India's two-wheeler industry is an oligopolistic market with the top four players contributing more than 80% of the annual sales. However, over the years, the competition has intensified within the industry, especially, with the entry of new age startups such as Ola, Ather, and Ampere (Greaves Electric Mobility), catering to the fast-expanding segment of EVs along with significant influence by the rising market share of other conventional players like Suzuki and Royal Enfield. In fact, the contribution of the top four OEMs has decreased from 88% in Fiscal 2020 to 84% in Fiscal 2025.

Hero MotoCorp (HMCL) continues to lead the market, although HMCL's contribution has declined from ~36% in Fiscal 2020 to 28.6% in Fiscal 2025 and remained near steady in April-December of Fiscal 2026. The increased traction for scooters, including e-scooters as well as premium motorcycles, coupled with pressure on commuter motorcycles sales – where HMCL dominates – have impacted its share. The second largest contributor, Honda Motorcycle & Scooter (HMSI), has also lost some ground to other players, especially the e-scooter manufacturers.

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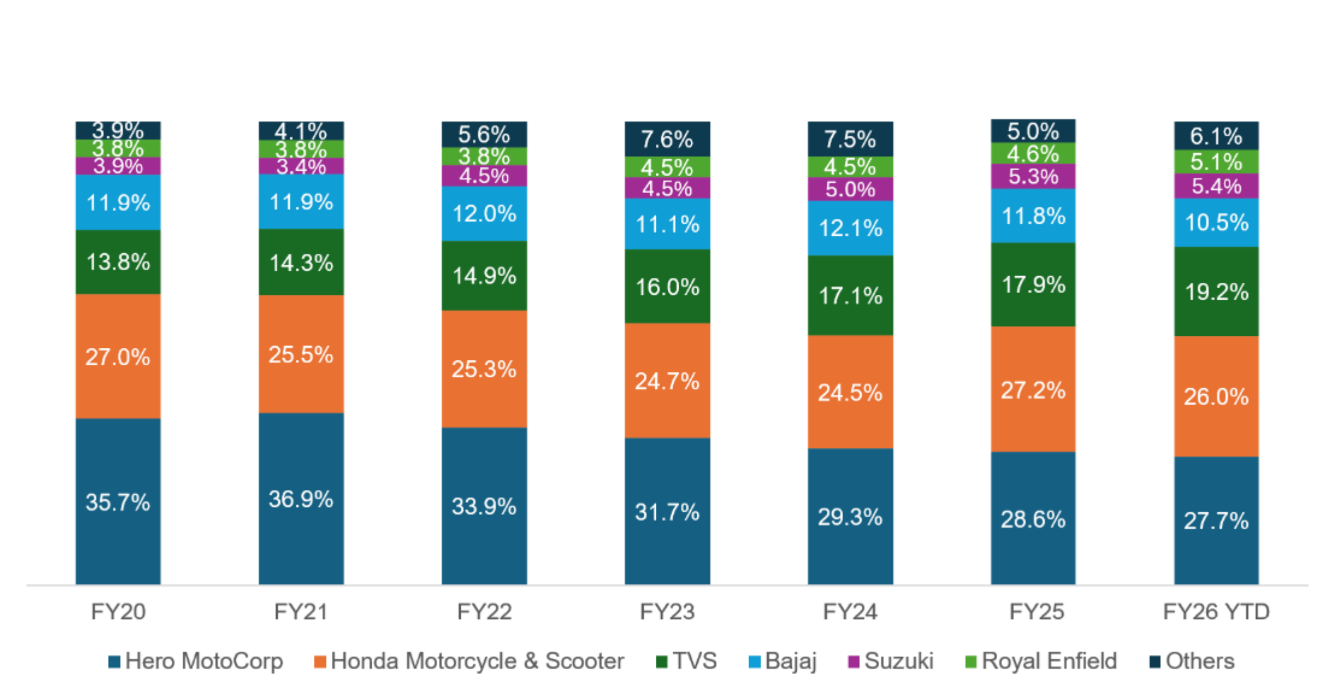
OEM wise contribution to the overall two-wheeler domestic sales – fiscals 2020 to 2026 YTD



Note: Data includes ICE and EVs; EV retail data from VAHAN have been considered.
Source: SIAM, VAHAN, CRISIL MI&A

With the continued traction of its premium motorcycles and scooters, like Raider and Jupiter, coupled with the growing adoption of its e-scooter model iQube, TVS Motor has gained further ground in the market during the Fiscal 2020-Fiscal 2025 and April-December of Fiscal 2026. Bajaj has successfully maintained its ~12% share over the past five years. Multiple launches in the premium motorcycle segment and increase in production and sales of its Chetak e-scooters have aided its sales. Rising sales of premium scooters backed Suzuki's share expansion, while multiple launches in the growing premium motorcycle segment led to share expansion for Royal Enfield.

Recent entrants such as Ola and Ather have also grabbed notable share from the legacy OEMs led by the rising electrification within the domestic two-wheeler market. As of Fiscal 2025, Ola and Ather contributed 2% and 1%, respectively to two-wheeler annual domestic sales.

Exports

Exports typically account for 15-20% of the overall two- wheeler sales in India. Between fiscals 2020 and 2025, two-wheeler exports logged 3.6% CAGR reaching 4.2 million in volume in Fiscal 2025 from 3.5 million in Fiscal 2020.

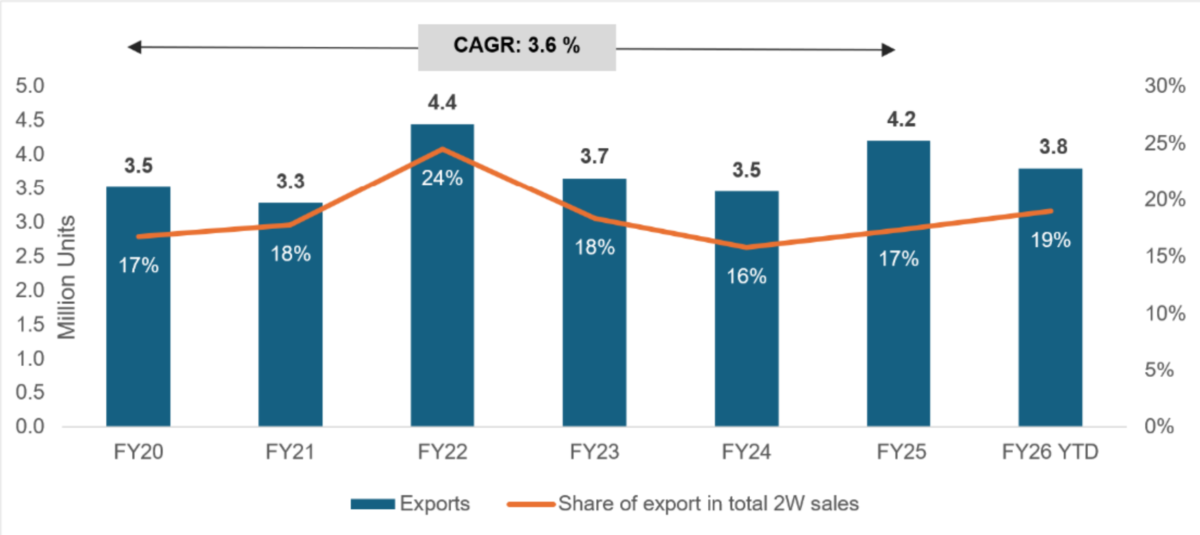
The growth was led by an increase in global demand and entry into new markets such as the US, Europe and Middle East by players such as Bajaj and TVS. Also, joint ventures with global brands — such as KTM, Husqvarna and BMW — and catering to the global demand of these brands from India has given an additional thrust to two-wheeler exports.

However, the tightening global monetary condition after the inflation spiral and forex unavailability limited the exports. Geopolitical conflicts have also been impacting overseas demand.

During the five-year period Fiscal 2020 to Fiscal 2025, share of exports within the total sales remained near steady between 16-18% with Fiscal 2022 being an exception, when the shipment rose to a healthy 24% as OEMs focused on exports amid a slowdown in the domestic market.

With domestic market witnessing a revival post pandemic, OEM focus primarily remained on the domestic market the share of exports normalized to 18% in Fiscal 2023. In Fiscal 2025, two-wheeler exports grew by 21.4% and reached 4.2 million units. Even during April-December of Fiscal 2026, industry exports rose to 24% y-o-y and reached 3.8 million units. The growth was primarily driven by portfolio expansion and a rise in demand from key regions like Africa and Latin America.

Two-wheeler exports trend



Note: YTD: April-December 2025
Source: SIAM, CRISIL Intelligence

Policies supporting EV adoption in India

PM Electric Drive Revolution in Innovative Vehicle Enhancement (PM E-DRIVE) Scheme:

The PM E-DRIVE scheme with an outlay of ₹10,900 crore, will be implemented from 1st October 2024 to 31st March 2026, for faster adoption of electric vehicles (EVs), setting up of charging infrastructure and development of EV manufacturing eco-system in the country. The primary goal of the scheme is to accelerate the adoption of electric vehicles (EVs), develop essential charging infrastructure, and establish a robust EV manufacturing ecosystem across the country. Under this scheme, electric vehicle sales have already seen a record surge, reflecting the growing momentum of EV adoption.

The PM E-DRIVE scheme is implemented through the following key components:

- Subsidies: Demand incentives for electric vehicles such as e-2 wheelers (e-2W), e-3 wheelers (e-3W), e-ambulances, e-trucks, e-buses and other emerging categories of EVs.
- Grants for creating capital assets: Funding will be provided for the acquisition of electric buses (e-buses), the establishment of a comprehensive network of charging stations, and the upgrading of the Ministry of Heavy Industries (MHI) testing facilities.
- Administration of the Scheme including IEC (Information, Education & Communication) activities and fee for project management agency (PMA).

Under the PM E-DRIVE scheme in Fiscal 2024-2025, the number of e-2W and e-3W(L5) registered were 10,10,101 and 1,22,982 respectively. Sales of more than 1 million EVs have been successfully achieved in FY 2024-25, is a testament to the MHI's flagship schemes including FAME, EMPS, PM E-DRIVE. The subsidy for e3W has now been reduced to ₹ 2,500 per kWh capped at ₹ 25,000 from November 2024 as the upper sales reached the limit of 80,546 for the year Fiscal 2025.

The scheme aims to incentivize approximately 24.79 lakh electric two-wheelers (e-2Ws). Only e-2Ws equipped with advanced batteries are eligible for this incentive. Both commercially registered and privately owned e-2Ws can benefit from the scheme.

The initiative is also designed to incentivize around 3.2 lakh electric three-wheelers (e-3Ws), covering registered e-rickshaws/e-carts or L5 category vehicles. Only those e-3Ws with advanced battery technology are qualified for the demand incentive. The scheme is solely applicable to e-3Ws used for commercial purposes. A budget of ₹ 500 crores have been allocated for deploying e-ambulances under this scheme.

This is a new government initiative to encourage the use of e-ambulances for comfortable patient transport. Performance and safety standards to be established in collaboration with the Ministry of Health and Family Welfare (MoHFW), Ministry of Road Transport and Highways (MoRTH), and other relevant stakeholders. Eligibility criteria for e-ambulances are currently under discussion with MoHFW and will be announced soon.

The scheme aims to promote the adoption of electric trucks to reduce CO2 emissions and establish e-trucks as a key logistics solution in the future. A fund of ₹ 500 crores have been set aside to incentivize the use of e-trucks. Only those holding a scrapping certificate from MoRTH-approved vehicle scrapping centres (RVSF) are eligible for the incentives. Monitoring systems will verify scrapping certificates. The relevant details for e-trucks, including the number of vehicles to be supported, maximum subsidy, performance criteria, etc. will be notified separately based on consultation with relevant stakeholders.

A total of ₹ 4,391 crore is allocated for the procurement of 14,028 electric buses by State Transport Undertakings (STUs)/public transport agencies. The demand aggregation for these buses will be managed by CESL in nine major cities, with more than 40 lakh population namely Delhi, Mumbai, Kolkata, Chennai, Ahmedabad, Surat, Bangalore, Pune and Hyderabad. For procurement and operation of e-buses in unique geographies – hilly and north-eastern states, island territories, coastal regions, etc. different set of guidelines including non-OPEX model as suitable to support e-bus penetration may be adopted by MHI.

Incentives under PM E-DRIVE Scheme for e2W and e3W segments:

Vehicle Segment	No. of vehicles to be supported		Incentives for vehicles		Maximum ex-factory price
	Fiscal 2025	Fiscal 2026	Fiscal 2025	Fiscal 2026	
e2W	1,064,000	1,415,120	₹5,000/- kWh capped at ₹ 10,000 max.	₹ 2,500/- kWh capped at ₹5,000 max.	₹ 1.5 lakhs
e3W (L3)	43,371	67,225	₹5,000/- kWh capped at ₹ 25,000 max.	₹ 2,500/- kWh capped at ₹12,500 max.	₹ 2.5 lakhs
e3W (L5)	80,546	124,846	Rs. 5,000/- kWh capped at Rs. 50,000 max.	₹ 2,500/- kWh capped at ₹ 25,000 max.	₹ 5 lakhs

Source: Ministry of Heavy Industries (MHI)

Also, 14,028 number of e-buses to be supported under this scheme. The scheme aims to establish a robust network of public charging stations, including 22,100 fast chargers for e-4Ws, 1,800 for e-buses, and 48,400 for e2Ws and e3Ws, boosting user confidence. These charging points are to be installed in key cities with high electric vehicle penetration and along select highways. The total outlay for charging infrastructure under the scheme is ₹ 2,000 crores.

Phased Manufacturing Program

Under FAME II policy, PMP has been introduced with the aim of boosting domestic manufacturing of EVs, its assemblies/ sub-assemblies and parts/sub-parts thereby increasing the domestic value addition. It was launched to localize production across the entire EV value chain. PMP valid for 5 years till 2024 was to support setting up of a few large-scale, export-competitive integrated batteries and cell-manufacturing Giga plants in India. A phased roadmap to implement battery manufacturing at Giga-scale was considered with initial focus on large-scale module and pack assembly plants by 2019-20, followed by integrated cell manufacturing by 2021-22. This was to help improve air quality in cities along with reducing India's oil import dependence and enhance the uptake of renewable energy and storage solutions. The PMP offers a scaled duty structure for imported EV parts. To provide further impetus to electric mobility and promote indigenous development of electric vehicles, the central government has reduced and rationalized basic custom duty on electric vehicles.

Production Linked Incentive (PLI)

The PLI scheme for Automotive and Auto components was launched with budgetary outlay of ₹25,938 crore for a period of 5 years (Fiscal 2022-2023 to Fiscal 2026-2027). The objective is to promote the domestic manufacturing of advanced automotive technology products, including electric vehicles and their components. Under this scheme, 18 Original Equipment Manufacturers have applied, playing a crucial role in accelerating the electric mobility revolution.

The PLI scheme for Advanced Chemistry Cell (ACC) battery storage was launched with budgetary outlay of ₹ 18,100 crore. The objective was to establish a domestic manufacturing ecosystem for battery cells. The focus was to encourage giga factories to manufacture Li-ion and other advanced batteries used in EVs. The firms selected were supposed to set up at least 5 GWh of battery manufacturing. The plan is to set up 50-gigawatt hour (GWh) manufacturing capacity for ACC batteries by attracting investments totaling ₹ 45,000 crores. The incentives will be disbursed over a period of five years. It was paid out based on sales, energy efficiency, battery life cycle, and localization levels. This lowered the battery pack costs by encouraging local production and boosted long-term cost competitiveness of EV 2Ws. For e-3Ws, this has encouraged commercial fleet adoption, logistics applications and helps rural mobility with high indigenization. For e-Passenger vehicles, it boosted localized supply chains for cars like Tata Nexon EV, Mahindra XUV400 and Hyundai Kona and also focused on

Indigenous e-motors, vehicle control units and inverters.

The PLI scheme for electronics and IT hardware was launched with budgetary outlay of ₹ 38,601 crore to boost manufacturing of electronic components used in EV control units, battery management systems and charging equipment. This was to support indigenization of electronic sub-assemblies essential in EVs.

Rare Earth Permanent Magnet Policy

A pivotal shift in India's electric mobility strategy is the "Scheme to Promote Manufacturing of Sintered Rare Earth Permanent Magnets (REPM)," approved by the Union Cabinet in November 2025. While previous policies like FAME and PM E-DRIVE focused on vehicle assembly and charging infrastructure, the REPM scheme targets the foundational component of the EV powertrain, the traction motor. By earmarking ₹7,280 crore over a seven-year period, the government aims to establish a domestic production capacity of 6,000 metric tonnes per annum (MTPA). This initiative is strategically designed to insulate the Indian EV industry from global supply chain volatilities and export restrictions on critical minerals, particularly Neodymium (NdFeB) magnets, which are essential for high-efficiency motors.

The policy framework employs a dual-incentive structure to catalyze a mine-to-magnet ecosystem. It provides ₹6,450 crore in sales-linked incentives alongside a ₹750 crore capital subsidy to support the creation of integrated manufacturing facilities that convert rare earth oxides into finished magnets. For EV manufacturers, this domestic availability is expected to reduce production lead times and lower vehicle costs, which have historically been sensitive to the fluctuating prices of imported rare earth elements. By integrating this policy with existing PLI schemes for Advanced Chemistry Cells (ACC) and Auto Components, India is positioning itself not just as a consumer market, but as a self-reliant hub for the high-technology materials that define the future of green mobility.

EV demand incentives offered at state level

Many state governments have come forward and are providing incentives on purchase of electric vehicles, wherein the benefit provided is in addition to central policy benefits.

State	Amount / Rate	Vehicle Type	Cap per Vehicle	Policy Duration / Others
Maharashtra	₹ 5,000/kWh	All EVs	₹ 1.5 lakh for first 10,000 cars	100% road tax exemption till 2025; No 6% sales tax for EVs > $35,000 (~30 lakh)
Gujarat	₹ 10,000/kWh	All EVs (min 2 kWh battery)	₹ 1.5 lakh	Valid till 2025
Bihar	₹ 5,000/kWh (₹ 7,500–10,000 total) for first 10,000 e2Ws	Electric 2-wheelers	Not specified	While policy remains in force 75% rebate on tax (first 10,000 e2Ws, 50% henceforth.
Odisha	₹ 5,000/kWh	Electric 2-wheelers	₹ 20,000	Policy revised in April 2023
Meghalaya	₹ 10,000/kWh (first 3500 e2Ws)	Electric 2-wheelers	₹ 1.5 lakh	The policy also provides 100% exemption on road tax during policy period
Telangana	–	Electric 2-wheelers	–	100% exemption of road tax and registration fee (first 2 lakh e2Ws)
Tamil Nadu	₹ 10,000/kWh	Commercial electric 2-wheelers	₹ 30,000	Max 6,000 vehicles incentivized per year
Uttar Pradesh	₹5,000/vehicle (e2W); 15% of ex-factory cost	e2W, Electric PVs	₹ 1 lakh (PVs)-(up to 25k units); e2Ws up to 2,00,000 vehicles	Policy extended to 2027

Note: Not an exhaustive list
Source: BEE, State EV policy document

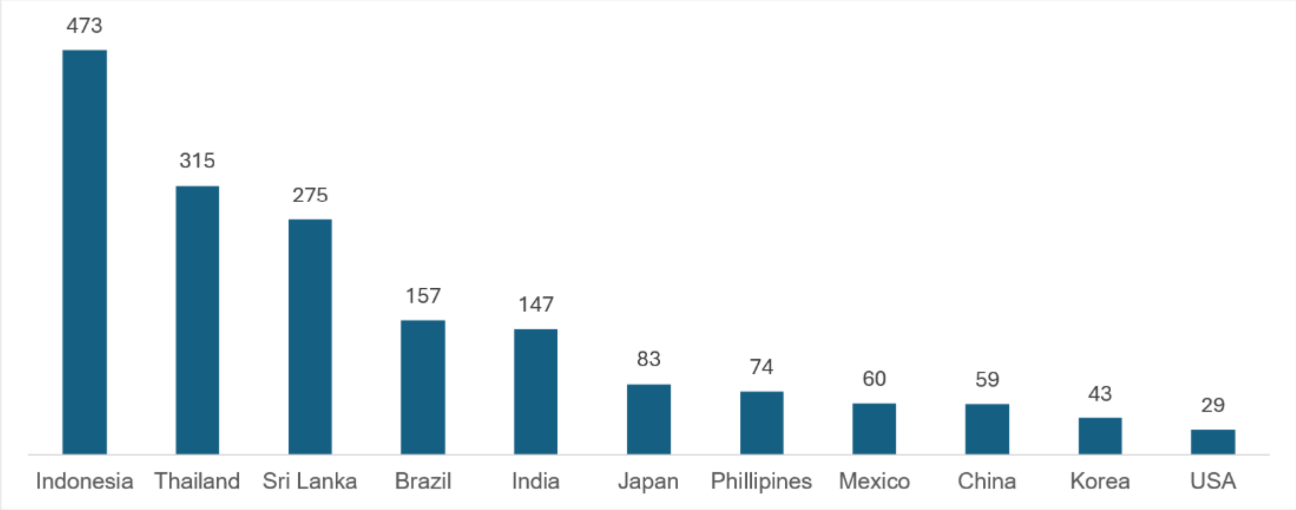
Demand drivers and trends in the domestic two-wheeler market

The performance of the Indian two-wheeler industry is dependent on numerous social and economic factors, including demographic trends and preferences, income levels, affordability of two-wheelers for customers, changes in government policies, overall economic conditions and the availability of finance and interest rates. Certain factors, such as general macroeconomic, certain policy and regulatory changes such as GST 2.0, ABS implementation, BSVI transition and consumer trends, have a direct impact on the demand of two-wheelers.

Two-wheeler Penetration by population

CRISIL Intelligence estimates 2W penetration in India is 147 two-wheelers for every 1000 people. This two-wheeler penetration of India is much lower than many of the countries like Indonesia (473 per thousand people), Thailand (315), Sri Lanka (275), and Brazil (157).

Two-wheeler penetration (per 1000 people)



Note: Penetration numbers are for CY2023, India numbers is for FY24
Source: International Road Federation- World Road Statistics 2025

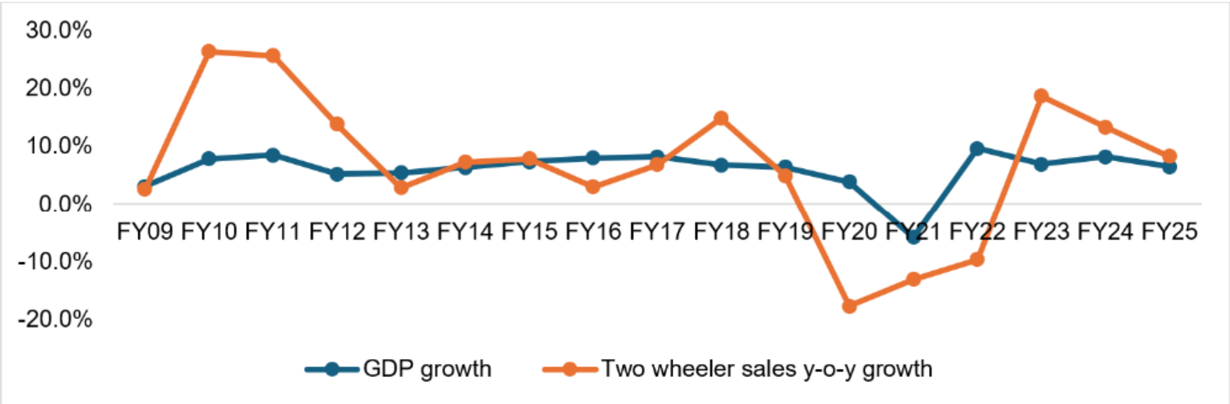
This provides a sizeable headroom for the two-wheeler industry to grow going forward. Some of the key drivers aiding India's domestic two-wheeler industry demand are rising rural income, premiumization and electrification. EV penetration has reached 5.8% in Fiscal 2025 from 0.2% in Fiscal 2020 and remaining steady at 6.0% in the April-December of Fiscal 2026 marking significant growth in electrification of two-wheeler.

Macroeconomic support

India's consistent GDP growth and expanding private consumption have supported long-term two-wheeler demand. Post-pandemic recovery, coupled with rising income levels, has further aided the industry's rebound. Policy shifts like GST and BS-VI had a temporary impact but were absorbed over time. The introduction of GST 2.0 in September 2025 led to a reduction in GST on internal combustion engine (ICE) vehicles, providing an additional boost to ICE vehicle sales. Going forward, macro stability is expected to continue fuelling industry growth.

Going ahead, CRISIL Intelligence expects India's GDP to clock a healthy growth at 6.5-7.5% CAGR (till Fiscal 2031) aiding the growth of domestic two-wheeler industry sales over the long-term horizon.

GDP vs two-wheeler industry growth trend



Source: MoSPI, SIAM, VAHAN, CRISIL Intelligence

Improvement in Rural Income and Infrastructure

Rural regions contribute 55–60% of India's two-wheeler sales, supported by better road connectivity, rural infrastructure, and agricultural income. Government push for rural development and good monsoon forecasts is expected to sustain income growth. Improved rural affordability is driving penetration even in Tier 3–4 markets.

Improvement in rural infrastructure and road connectivity have helped the scooters segment to make inroads into the rural areas despite rural customers' preference for motorcycles. Under the Pradhan Mantri Gram Sadak Yojana (PMGSY), launched in

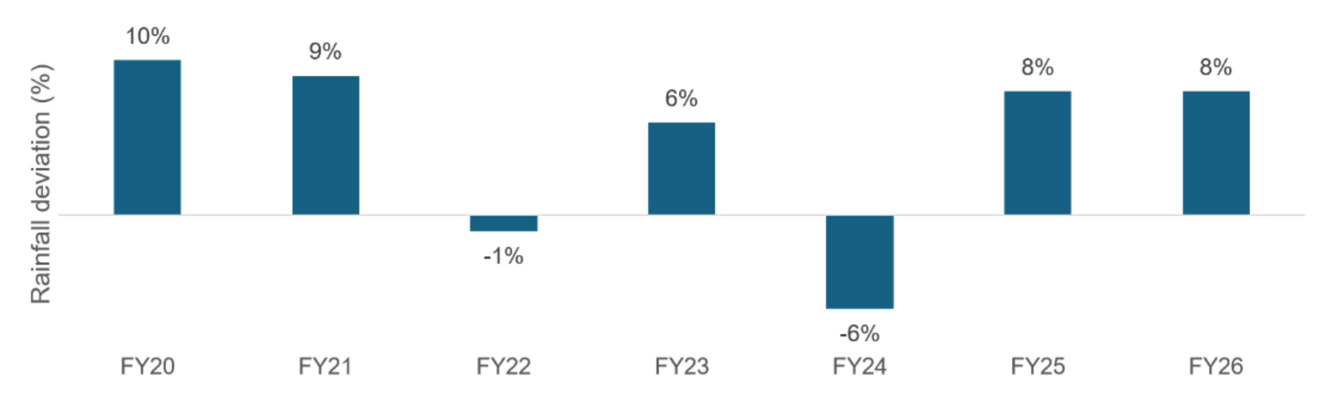
2000, the government aims to build all-weather roads in the rural regions to improve connectivity and support the rural economy. Over the years, the government has successfully executed a major portion of the PMGSY annual target set for the year. Even during Fiscal 2024, it achieved 89% of the target constructing 26,000 km of 38,000 km target. Expansion of the rural road network not only improves connectivity but also aids the rural economy. So, the rural incomes have a direct bearing on the two-wheeler industry sales.

The rural areas are still primarily agrarian. With 86% of land holdings, small and marginal farmers dominate the country's agricultural sector. They primarily rely on monsoons for water. Hence, its timely arrival and adequacy are crucial for a good crop.

In Fiscal 2024 as per IMD monsoon deviation was -6%. During the Fiscal 2025, India received favorable rains with 8% higher rainfall than its long period average (108% of the LPA) in the June to September 2024 period. The expected improvement in rural incomes, subdued inflation levels aided the two-wheeler industry growth.

As of the end of September 2025, the current Fiscal year (2026) has witnessed a normal monsoon season, with a positive 8% departure from the long-term average. This bodes well for the rural economy and, in turn, is expected to have a positive impact on two-wheeler sales.

Rainfall trend



Note: If the rainfall average is within ±10% from its long period average (LPA) or 90% to 110% of LPA, the rainfall is said to be "normal". The LPA for the June to September period is 868.6mm.

Source: IMD, CRISIL Intelligence

Premiumization in the industry

Consumers are increasingly opting for premium motorcycles and scooters with advanced tech, stylish design, and better features. This trend is backed by rising disposable income, easy finance availability, and lifestyle upgrades. Premium models witnessed robust growth in Fiscal 2025, reflecting a shift in buyer preferences. The share of premium Motorcycle has increased to ~54% in Fiscal 2025 compared to 52% in Fiscal 2024. Premium scooter share remained at 47% for both the fiscals. Premium segment particularly above 125cc segment witnessed substantial growth. Premium two wheelers offer a range of features such as larger engines, connectivity, keyless features, improved riding comfort, and enhanced performance. High performance EVs also contribute towards premiumization. Further growing urban demand for 2Ws to counter traffic congestion, and growing EV portfolio is attracting new age customers to the premium segment.

Shrinking replacement cycles

Replacement cycles have reduced from 10–12 years a decade ago to around 6–7 years currently. Factors include evolving customer preferences, availability of finance, and faster tech obsolescence. This trend is driving a higher frequency of repeat purchases.

The rising share of scooters with a relatively lower ownership holding period is another factor contributing to the shortening of the replacement cycle. Rising premiumization and electrification is also supporting the trend. The shortened replacement cycle for the average customer is an added boost for the two-wheeler sales.

R&D support

The two-wheeler customer base in India has traditionally been rooted in rural and semi-rural regions, particularly for entry-level commuter motorcycles. However, in recent years, urban areas have seen growing traction from young, tech-savvy, Gen Z customers - especially in scooters and EVs - who prefer modern designs, connected features, and premium styling. Key trends driving these demands include the need for hybrid systems that improve efficiency, efficient start-stop systems and technologies that help in noise reduction and performance improvement.

Integrated Starter Generator system

The Integrated Starter Generator (ISG) system has revolutionized the two-wheeler industry by offering features that improve the overall user drive experience. It eliminates the starter motor and related assembly by utilizing the alternator as a motor for starting the engine enabling silent, fast and reliable start, which improves the idle start stop experience and leads to lower mass emissions and improved fuel economy. Idle start-stop function allows the engine automatically switched off when the vehicle is stationary such as at a traffic light and restart instantly when rider applies the throttle saving fuel and reducing emission. ISG system is often lighter than traditional starter motor and generator setups, potentially contributing to better fuel economy and performance. OEMs are focusing on implementing ISG technology to their high-volume models due to its varied features and benefits.

Smart Ignition systems

Smart ignition systems have radically transformed two-wheelers by integrating advanced safety, security and convenience technologies, moving far beyond traditional mechanical key-based systems. Few examples of smart ignition are as follows:

- Keyless and biometric systems: Modern vehicles feature true keyless ignition, using smart cards or mobile apps for secure access – eliminating physical keys and enabling multi-modal authentication. These systems increase anti-theft protection and allow for personal user settings and remote management, significantly raising convenience and security.
- IoT and connected features: Integration of IoT connectivity enables remote diagnostics, location tracking, ride analytics and even predictive maintenance via dedicated apps. Fleet operators use these features for efficient monitoring and management, including remote locking/unlocking, route planning and preventive maintenance scheduling.
- Environment and efficiency impact: Hybrid ignition systems coordinate battery and engine use, optimizing efficiency and emissions control based on speed and conditions.

Electric Fuel Injection

Similarly, the revolutionization of Electric Fuel Injection (EFI) in vehicles marks a significant transformation in automotive technology, advancing from mechanical carburetor systems to sophisticated, computer-controlled fuel management. This change made engines more efficient, responsive and environmentally friendly by using real-time data from sensors to optimize the air-fuel mixture dynamically. Modern EFI also integrates advanced diagnostics, over-the-air software updates and compatibility with hybrid powertrains.

Silent start technology in 2W

In this technology due to the use of ISG (ACG- Alternating Current Generator in Honda), instead of the traditional started motors, engines start without noticeable jolt or noise. The ISG system eliminates the noise and clunks that are associated with traditional starter motors resulting in a much quieter start. This feature, typically found in scooters like Honda Activa 125, eliminates gear meshing noise and provides a smoother, quieter startup experience.

ISG system often requires less maintenance compared to older starter systems. It also provides a smoother and more gradual start compared to traditional starters.

Idle stop system

The ISG starter also ensures comfortable frequent operation of Idling stop system. The Idling stop system automatically switches the engine off at the traffic light and other brief stops, reduces fuel consumption and blocks out toxic exhaust gas and unwanted noise. It enables the engine to stop automatically for few seconds after the vehicle stops moving and when the throttle is opened, the vehicle engine restarts and takes off smoothly.

Over the years, two-wheelers have seen addition of features such as digital instrument cluster, navigation, USB charging port, Bluetooth connectivity and cruise control. As technology continues to advance, the two-wheeler industry will witness more innovations in the coming years, making ride safer and more enjoyable for the customer, in turn, supporting the growth of the industry over the long term. The EV segment has revolutionized the industry in terms of the latest technological designs and offerings, and ICE vehicles are following with notable advancements. The new-age vehicles offer a wide range of features and innovations to ensure safer, more efficient and environmentally friendly transportation and that cater to varied consumer needs. Thus, all the OEMs spend a notable amount on research and development (R&D) to integrate the latest tech, design and features for the upcoming models. R&D has also become a necessity to analyze the safety of the two-wheeler riders. In the last six years, the two-wheeler OEMs have spent ~2% of their annual operating income on R&D.

Outlook for the Indian two-wheeler industry (fiscals 2025-2031P)

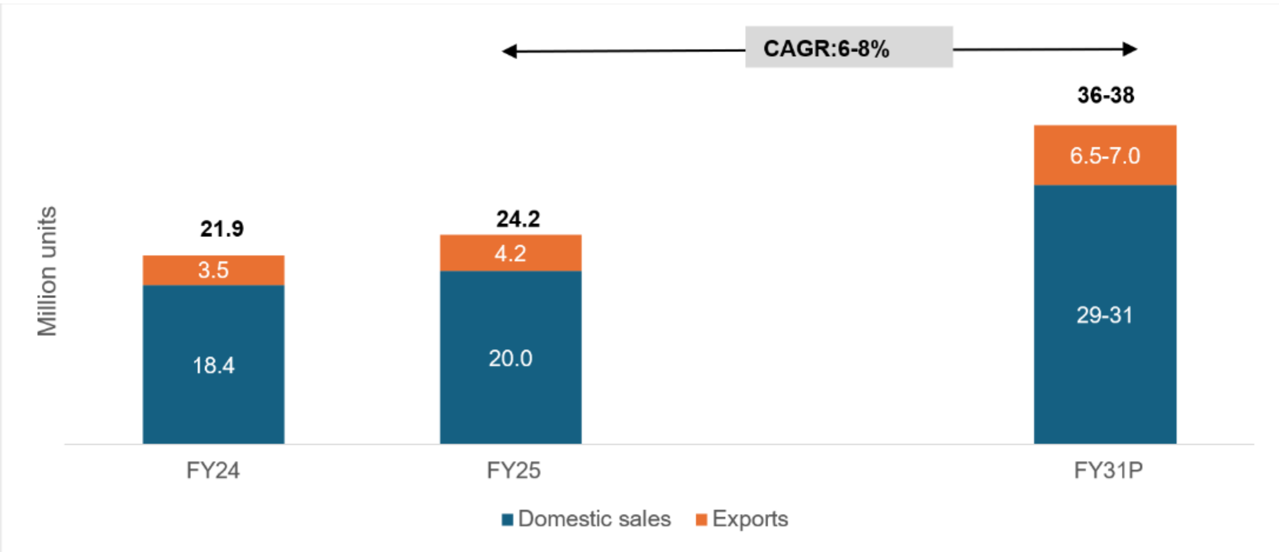
Crisil Intelligence projects domestic two-wheeler sales to record a CAGR of 6-8% from Fiscal 2025 to Fiscal 2031P. Crisil Intelligence expects electric -two-wheeler penetration to reach 25-30% by Fiscal 2031P. During this 6-year forecast, below normal monsoons are expected.

In the medium to long term, CRISIL expects manufacturers to focus on expansion in distribution networks in semi-urban and rural areas, new model launches in the 125cc segment for scooters and premium segment for motorcycles. Improving rural productivity, diversification towards horticulture crops and government income supports schemes and structural measures taken by the government such as PM-KISAN, eNAM, Pradhan Mantri Fasal Bima Yojna (PMFBY) to name a few, will aid rural income in the long run. This is expected to drive sales of motorcycle segment, which will be a primary beneficiary of rural growth.

On the rural front, rising penetration due to deeper distribution network and improving incomes on the back of three of five normal monsoon, is expected to support two-wheeler demand in the long run. Rural road connectivity plays an important role in driving two-wheeler sales. It acts as an income multiplier in the rural economy - aiding incomes while roads are constructed and enabling mobility and connectivity once the construction is over. In the urban areas, demand is expected to be aided from multiple ownership and increase in demand from Tier 2 cities.

The domestic market is expected to continue its growth momentum over the long-term horizon led by the positive microeconomic and macroeconomic environment, favorable rural demand, premiumization, intermittent launches, shrinking replacement cycle and continued support from financers. Moreover, continued R& investments by the OEMs and the technological advancements in the industry provide added support to the growth of the industry over the long-term horizon.

Domestic two-wheeler industry sales outlook until Fiscal 2031P



Source: SIAM, Vahan, CRISIL Intelligence

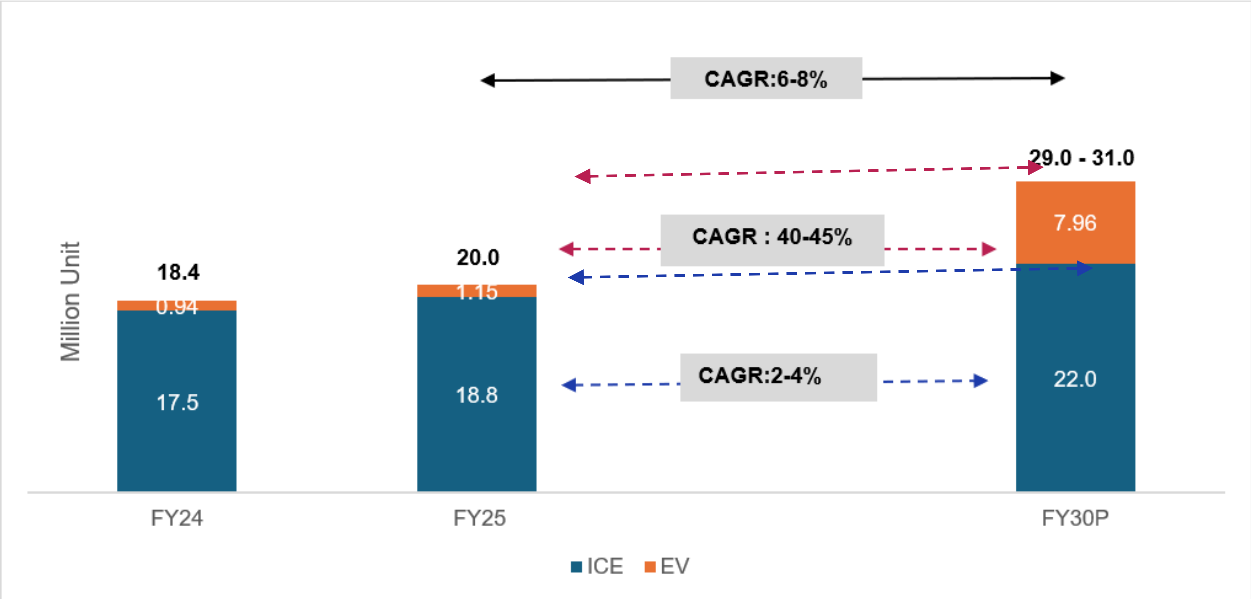
Additionally, the fast-rising EV segment, with EV portfolio expansion by legacy players, capacity expansion by new age players will accelerate industry growth. Entry of Legacy players like HMSI, Suzuki, Bajaj, Hero MotoCorp, Yamaha and Royal Enfield in the EV space will provide further thrust to the segment growth.

The introduction of CNG-powered motorcycles by Bajaj and the announcement of a CNG scooter by TVS are expected to give a significant boost to the two-wheeler industry. These new offerings, which run on CNG, promise to provide lower operating costs compared to their petrol-powered counterparts, making them an attractive option for consumers. This development is likely to propel the growth of the two-wheeler sector even further, as environmentally friendly and cost-effective alternatives gain traction in the market.

Led by these positive industry drivers, the two-wheeler industry sales are projected to grow at 6-8% CAGR and reach domestic sales volumes of 29-31 million by Fiscal 2031P. Of this, the e2W segment is projected to clock a healthy CAGR of 40-45% during the period and the ICE 2W vehicle segment is expected to grow at a pace of 2-4% CAGR.

The two-wheeler export market has demonstrated a steady growth rate of 3.6% CAGR between Fiscal 2020 and Fiscal 2025. We anticipate this trend to continue, with exports projected to reach 6.5-7.0 million units by Fiscal 2031P, representing an 8-10% CAGR between Fiscals 2025-2031P. As a result, the share of exports in two-wheeler sales is expected to increase to 18-20% by Fiscal 2031P, up from 17% in Fiscal 2025.

Domestic two-wheeler sales volume trend outlook (ICE vs EV)



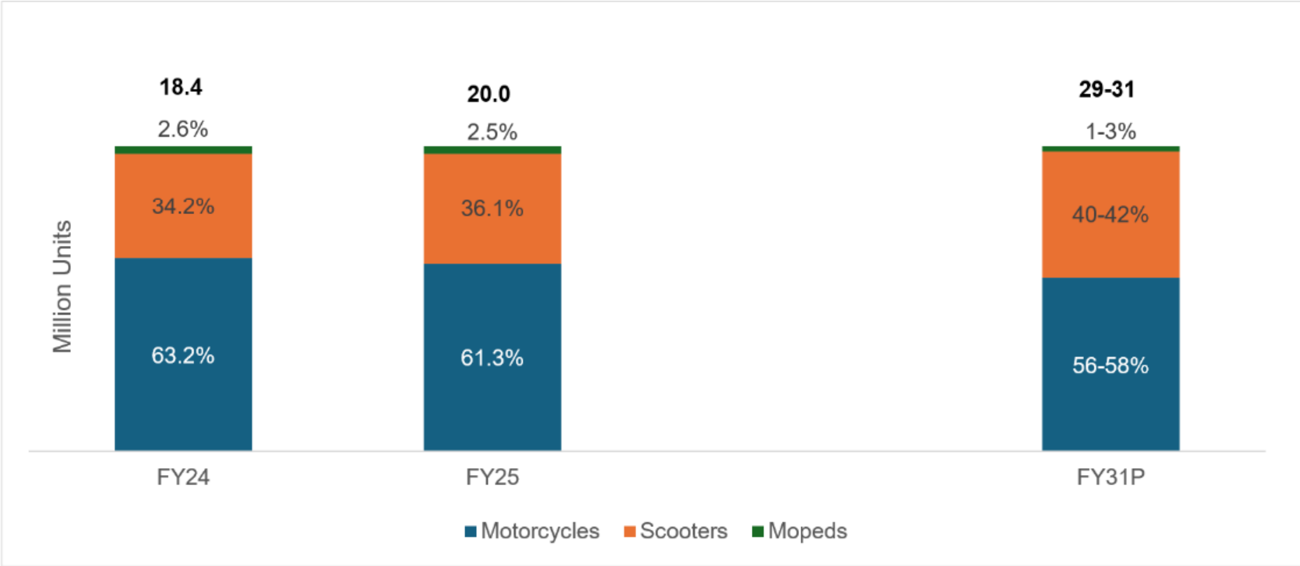
Source: SIAM, Vahan, CRISIL Intelligence

Within the domestic market, CRISIL Intelligence expects the scooter segment to grow at a much faster pace off the relatively lower base, backed by expected sharp rise in E scooter demand, ubiquitous usage of scooters, rising share of women in workforce, projected growth of e commerce segment coupled with continued focus of OEMs on the scooters segment. The strong launch pipeline, especially for e scooters and faster replacement cycles of the scooters segment will also back the faster growth of the scooters segment. Further, the improvement in supporting charging infrastructure is expected to provide added impetus to the segment's growth.

Crisil Intelligence projects the scooters segment to grow at a faster pace of 8-10% CAGR over the long-term horizon. However, the ICE scooters segment is expected to remain rangebound amidst the shift towards the EV segment. A sizeable portion of the ICE scooter replacement demand will shift towards the electric variants. EV penetration within scooters is expected to grow significantly from 16% in Fiscal 2025 to 30-53% by Fiscal 2031P.

Motorcycles, on the other hand, are projected to grow at a slower pace of 4-6% CAGR over the long-term horizon- till Fiscal 2031P. The primary contributor to motorcycle sales, the ICE motorcycles are expected to grow at 4-6% CAGR. The >=125cc subsegments are expected to continue to provide thrust to the motorcycles segment going ahead while the <=110cc subsegment is projected to grow at only a moderate pace. Premiumization and upgradation will limit the growth of <=110cc motorcycles subsegment.

Segmental split outlook for the domestic two-wheeler sales trend



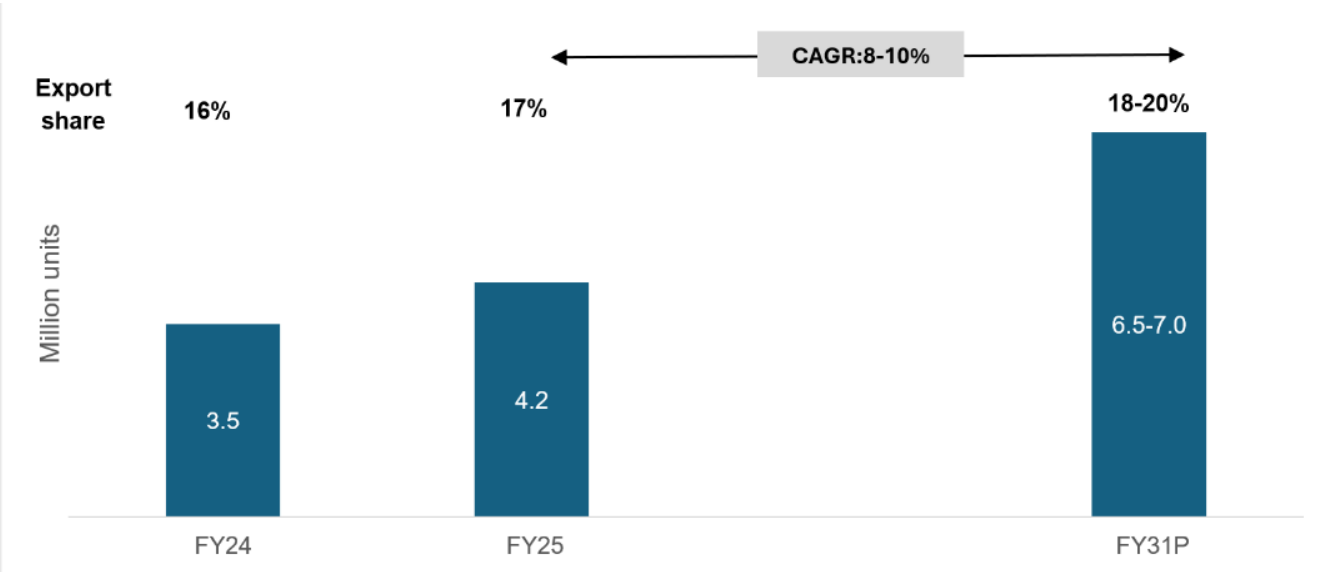
Source: SIAM, Vahan, CRISIL Intelligence

Mopeds are expected to grow at 1-3% CAGR led by the electrification in the price sensitive segment. Electrification within the mopeds segment will lead to the growth of this segment. Crisil Intelligence expects the relatively financially weak, bottom of the pyramid customer base of mopeds segment to opt for EV mopeds which have relatively lower acquisition costs. There is only one model, the recently launched E luna, currently present in the mopeds segment, however, launch of more models is expected in the short term which will revive the growth of this contracting segment.

Exports outlook

Two-wheeler exports from India grew at a moderate pace of 3.6% CAGR during Fiscal 2020 to Fiscal 2025. Going ahead, CRISIL Intelligence expects two-wheeler exports to clock a faster growth at 8-10% CAGR between Fiscals 2025 -2031P to reach volume of 6.5-7.0 million by Fiscal 2031P. The share of exports in the overall two-wheeler industry sales is expected to rise to 18-20% in Fiscal 2031 from the export share of 17% in Fiscal 2025.

Exports outlook for Fiscal 2025-2031P



Source: SIAM, CRISIL Intelligence

The growth will be propelled by macro-economic improvement in exports markets, expansion in geographical coverage by the OEMs and more vehicle models getting shipped. Moreover, the fast-growing EV segment is expected to contribute meaningfully to exports amid the capacity expansion by players, sharpening focus on exports and sharp rise in the number of EV models.

Being one of the largest two-wheeler markets, India has a unique opportunity to leverage its scale and manufacturing competitiveness to produce electric two-wheelers not just for the domestic market but also for the exports markets. Further, policies, including the PLI scheme, are offering momentum to domestic OEMs to manufacture and export EVs. The government offers incentives through PLI for the entire EV ecosystem, including automobiles, auto components and ACC batteries.

Additionally, the growing demand for eco-friendly and sustainable transportation options globally is expected to provide a fillip to the demand for electric two-wheelers going forward.

Moreover, India's trade agreements with major global economies would help the domestic OEMs enhance the exports of automobiles and related components. For instance, India's recent trade engagements with the EU and the USA are expected to further support export growth by improving market access and strengthening cross-border trade opportunities.

Nonetheless, geopolitical flare-ups can have a negative impact on oil prices, thereby increasing the inflationary pressure in major importing countries. This can, in turn, impact demand for vehicles in the near term.

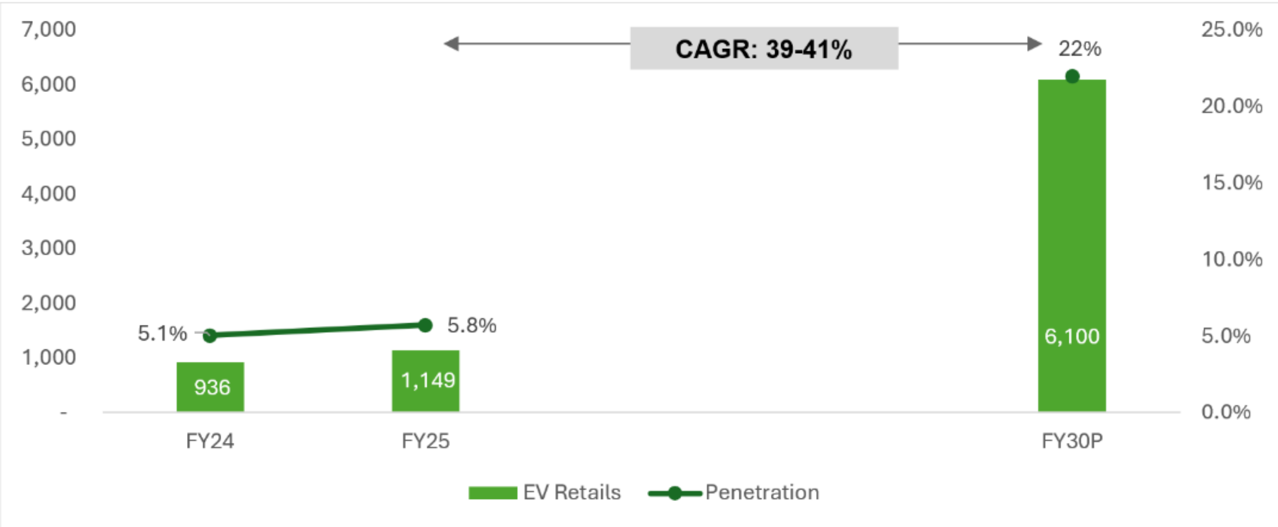
Outlook of e-2W segment

High Speed E-2W Outlook

The electric two-wheeler retails rose at a sharp growth pace of 112% CAGR in the last 5 years, albeit off the small base of Fiscal 2020. Going ahead the growth momentum in the industry is expected to continue over the long-term horizon led by rising awareness, improving TCO for electric vehicles, bridging acquisition cost gap between EV and ICE counterparts, larger vehicle portfolio, expanding charging infrastructure, furthering financing support, increasing EV manufacturing capacity, and continued government support.

As the government continues with the demand incentive at least for the next 1 year (till Fiscal 2026), Crisil Intelligence expects the EV retails to rise at a healthy pace of ~39-41% CAGR and reach volumes of 6-8 million in Fiscal 2030. And the EV penetration to reach 20-25% by Fiscal 2030. Such expansion will make e2Ws one of the fastest growing segments in the automotive industry in India.

e2W Outlook



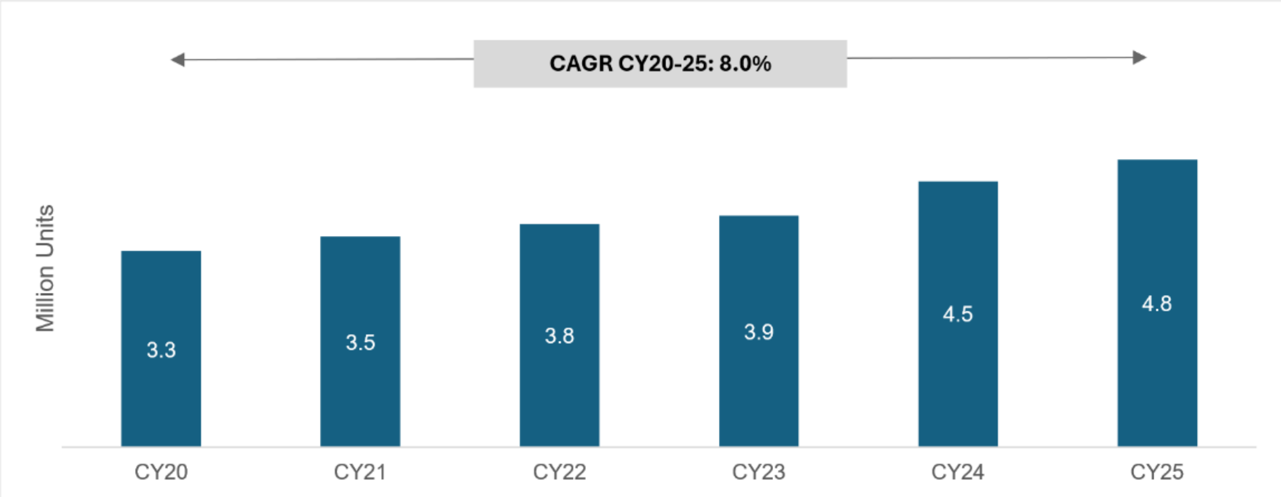
Note: Only high-speed electric two-wheelers have been considered for analysis,
Source: SIAM, SMEV, VAHAN, Crisil Intelligence

Review and outlook for global three-wheeler industry

Review of global three-wheeler industry (2020-2025)

The market witnessed healthy growth at 8.0% CAGR during 2020 to 2025, increasing from 3.3 million units in CY2020 to 4.8 million units in 2024. The pandemic impacted the global three-wheeler markets during 2020 contracting sales by 14% during the year, with China, the largest market, being one of the hardest hit countries. The market gradually recovered and by 2023 had nearly returned to 2019 levels.

Global three-wheeler industry sales trend



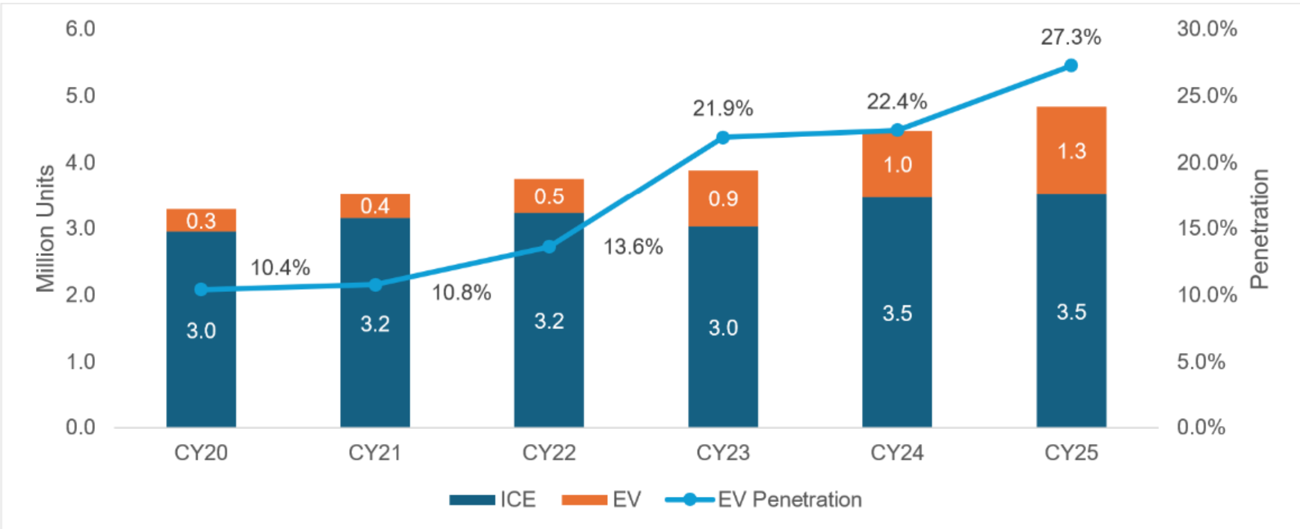
Note: A three-wheeler, also known as a tricycle in China, is a motorized vehicle with three wheels used for transporting passengers or goods. It can be powered by an internal combustion engine (ICE) or an electric battery (EV). This category includes electric tricycles, low-speed electric tricycles, and motorized tricycles, classified based on their intended use, speed, and power source. It covers both passenger and cargo models, including auto rickshaws, electric auto-rickshaws, and e-rickshaws.
Source: Nexdigm data

Amidst the normalization in economic activity and continued demand from the last mile delivery segment, the global three-wheeler sales picked up pace post pandemic and grew at a healthy pace of approximately 8% in the next five years reaching 4.8 million units by 2025.

The resurgence in demand from the Asia Pacific market- which dominates the three-wheeler industry, aided the growth of this segment. The global three-wheeler market is dominated by China with 50%+ share, followed by India at 25%+.

Additionally, the healthy growth witnessed by the EV subsegment provided thrust to the global three-wheeler sales. The smaller segment of EVs witnessed a healthy 31% growth during 2020-2025 period while the larger ICE segment grew at a relatively slower pace of 3.6% CAGR during the same period. In turn, the share of EVs grew from 10.4% in 2020 to 27.3% by 2025.

Global three-wheeler sales powertrain split



Source: Nexdigm data

The healthy growth in EV segment was aided by the government's support, expansion in charging infrastructure, player focus as well as growth of e-commerce. Additionally, various players made partnerships with e-commerce players to boost the use of EVs in their last-mile delivery supporting the faster growth of EVs.

Moreover, the increase in internet penetration and hence the ride-hailing services have further increased the demand for three-wheelers, E-3W. Various manufacturers have also extended their product portfolios to cater to the growing demand, supporting the growth of EVs.

Growth drivers for global three-wheeler industry

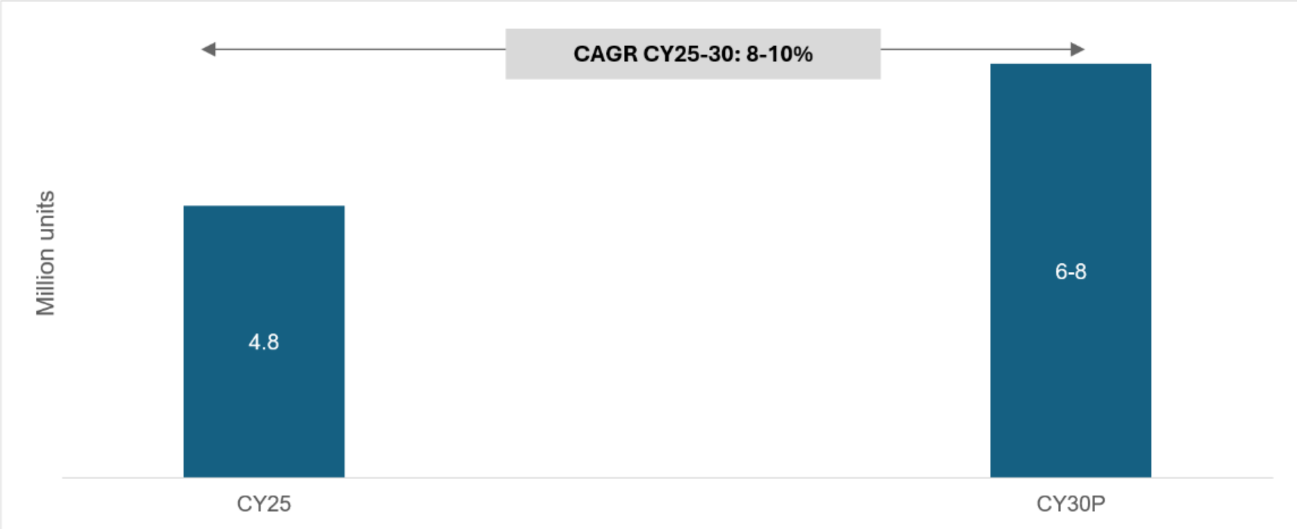
- **Macroeconomic development**: Continued growth in global GDP is expected to support the growth in disposable incomes going forward. The increasing disposable incomes, especially in emerging markets, are projected aid the industry demand.
- **Increasing shared mobility**: The rapid urbanization trend, driven by the mass migration of people from rural areas to major cities, is resulting in unprecedented population growth, congestion, and strain on urban infrastructure. This, in turn, is fueling the demand for innovative and sustainable transportation solutions, with shared mobility emerging as a viable alternative to traditional ownership-based models.
- As cities continue to swell, the challenges of traffic congestion, parking scarcity, and environmental degradation are becoming increasingly pressing concerns. In response, shared mobility services are gaining traction, offering citizens convenient, affordable, and environmentally friendly ways to navigate urban landscapes
- **E-commerce and Logistics**: Growing demand for last-mile delivery and transportation of goods, driven by the e-commerce industry, is expected to provide additional support to the three-wheeler demand
- **Rising electrification**: EV penetration is rising at a rapid pace globally aided by
    - Rising Fuel Costs and Operational Savings: The growing cost of conventional fuels has made traditional fuel-powered three-wheelers increasingly expensive to operate for both passenger transport and cargo delivery. As fuel prices continue to rise, so do the per-km travel expenses, prompting a shift toward more economic alternatives. Electric three-wheelers have emerged as a viable solution, offering substantial operational savings and cost-efficiency for users.
    - **Government support**: Amidst the rising environmental concern, many governments have set up tall electrification targets. Governments in various countries are aiding EV adoption through regulations and incentives. Over and above the incentives for the customers, the governments are also offering incentives in the form of tax breaks for EV manufacturers to set up their plants and are also promoting battery manufacturing capabilities, EV component manufacturing as well as expansion of charging infrastructure. India is offering incentives in the form of Electric Mobility Promotion Scheme, PLI – Auto components, chemistry cells, phased manufacturing policy, Battery recycling and Charging infrastructure policy. China is promoting EV adoption with tax breaks, research funding, subsidies and New Energy Vehicle (NEV) mandates for OEMs. Such government initiatives are expected to back EV adoption over the longer run.
    - **Expansion in charging infrastructure**: Governments worldwide are playing a pivotal role in accelerating the electrification of the automotive industry by providing substantial support for the expansion of charging infrastructure. This strategic move is expected to give a significant boost to the adoption of electric vehicles (EVs), driving the industry towards a more sustainable and environmentally friendly future.
    - The expansion of charging infrastructure is a crucial factor in addressing the concerns of potential EV buyers, particularly range anxiety and charging convenience. By investing in the development of a comprehensive and accessible charging network, governments are helping to alleviate these concerns and create a more favorable environment for EV adoption.
    - **Lowering acquisition costs**: The prices of lithium-ion cells and battery packs have been declining steadily in recent years. This is due to several factors, including increased demand, technological advancements, and economies of scale. Battery prices are expected to slide further, going ahead keeping the acquisition costs in check.
    - **Economies of scale**: The rapid electrification of the three-wheeler industry is gaining momentum, driven by growing demand for eco-friendly and cost-effective transportation solutions. As a result, production levels are expected to surge, leading to significant economies of scale that will enable manufacturers to maintain competitive pricing over the long term.
    - **Expansion in product offerings**: Amidst the rising electrification within the three-wheeler industry, traditional ICE vehicle manufacturers are also expanding their EV portfolio. This expansion in the EV portfolio is expected to provide an added impetus to the electrification of the three-wheeler industry.
    - **Integration of GPS Technology in Electric 3W Rickshaws**: The integration of GPS technology in electric rickshaws is transforming fleet management and operational efficiency across the sector. Real-time tracking enables operators to monitor vehicle movement, optimize routes, and ensure timely deliveries or passenger pick-ups. It enhances safety by enabling geofencing, alert notifications, and instant location tracking in case of theft or emergencies. This technology is particularly valuable for businesses running large fleets, as it helps improve asset utilization, driver accountability, and customer satisfaction.

Global three-wheeler Industry Outlook 2024-2030

The global three-wheeler industry sales are expected to grow at 8-10% CAGR till 2030 and reach 6-8 million unit levels.

According to Nexdigm estimates, the EV segment is projected to provide the major push and grow at a faster pace of 21-23% CAGR led by supportive policies, technological advancements, expansion in charging infrastructure, expansion in portfolio as well as changing consumer preferences.

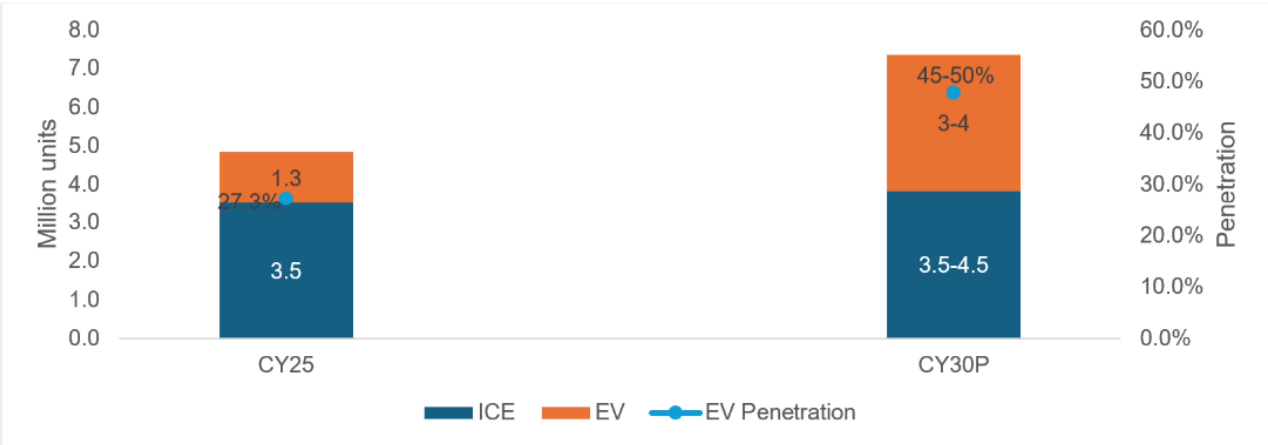
Global three-wheeler industry sales outlook



Note: A three-wheeler, also known as a tricycle in China, is a motorized vehicle with three wheels used for transporting passengers or goods. It can be powered by an internal combustion engine (ICE) or an electric battery (EV). This category includes electric tricycles, low-speed electric tricycles, and motorized tricycles, classified based on their intended use, speed, and power source. It covers both passenger and cargo models, including auto rickshaws, electric auto-rickshaws, and e-rickshaws.
Source: Nexdigm data

Off the elevated base, the larger ICE segment has remained relatively rangebound over the years, is projected to remain near steady going ahead. In turn, the share of EVs is expected to reach 45-50% by 2030 from the current penetration of 27.3% in 2025.

Global three-wheeler sales powertrain split outlook



Source: Nexdigm data

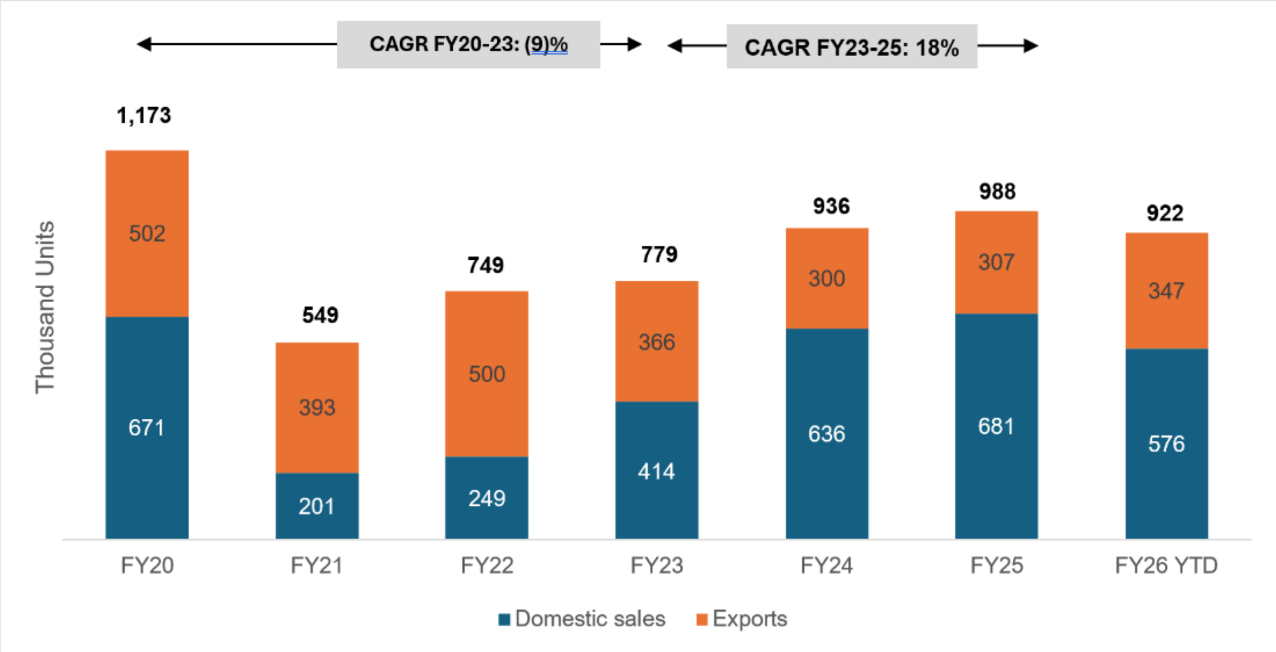
Review and outlook on the Indian three-wheeler (3W) industry

Review of the Indian Three-wheeler Industry

India is the largest three-wheeler (3W) market in the world, with overall sales reached 0.98 million units in Fiscal 2025, comprising domestic sales of 0.68 million units and exports of 0.30 million units. The industry contributed to ~2% of the total market – comprising two-wheelers (2Ws), 3Ws, passenger vehicles (PVs) and commercial vehicles (CVs) by volume. In Fiscal 2025, 3Ws domestic sales recorded on-year growth of 7% in Fiscal 2025 compared to Fiscal 2024, led by Passenger vehicles. In Fiscal 2025, the passenger segment leads the 3W sales with volumes reaching 0.55 million units.

During April-December of Fiscal 2026, overall three-wheeler (3W) industry recorded sales of 0.92 million units, of which domestic sales accounted for 0.57 million units and exports of 0.35 million units. The sustained growth of the overall three-wheeler (3W) industry has also supported the expansion of the ISG segment.

Three-wheelers domestic sales, by volume



Note: For domestic sales - SIAM and Vahan considered, export data -SIAM is considered
YTD: April-December 2025
Source: SIAM, Vahan, CRISIL Intelligence

3W segment is categorized into two sub segments, i.e., Passenger vehicle (PV) and Cargo/Goods vehicle (GV). The passenger vehicle segment contributed the majority share to overall domestic sales of 3Ws, accounting for 81% in Fiscal 2024. A significant decline was witnessed in Fiscal 2021 in PVs due to the Covid pandemic and the BS-VI transition. The pandemic shored up preference for personal mobility and leading to a sharp decline in shared mobility. However, there has been a slight recovery from Fiscal 2022 as demand for shared mobility gradually increased. From a very low base of Fiscal 2021, the passenger segment clocked a sharp growth at 43% CAGR till Fiscal 2025. During April-December Fiscal 2026, passenger segment clocked a healthy growth of 14% and the share of passenger segment was 83% compared to April-December Fiscal 2026.

The goods segment accounted for 19% share in Fiscal 2024 on a high base of Fiscal 2023. The Goods segment contributed the highest 33% in 2021 with robust demand for last-mile delivery, particularly in urban areas. Electric mobility has been making strong presence on the back of a steady pick-up in last-mile connectivity demand and cargo requirement. Electric GV constitutes 28% of total GV sales in 2024, compared with 16% in 2023. The continuous growth shows immense potential, particularly in the electrification of 3Ws. The goods segment witnessed growth at 17% CAGR between Fiscal 2021 to Fiscal 2025 period. During April-December Fiscal 2026, goods segment clocked a healthy growth of 12% and the share of the goods segment was 17% compared to April-December Fiscal 2025.

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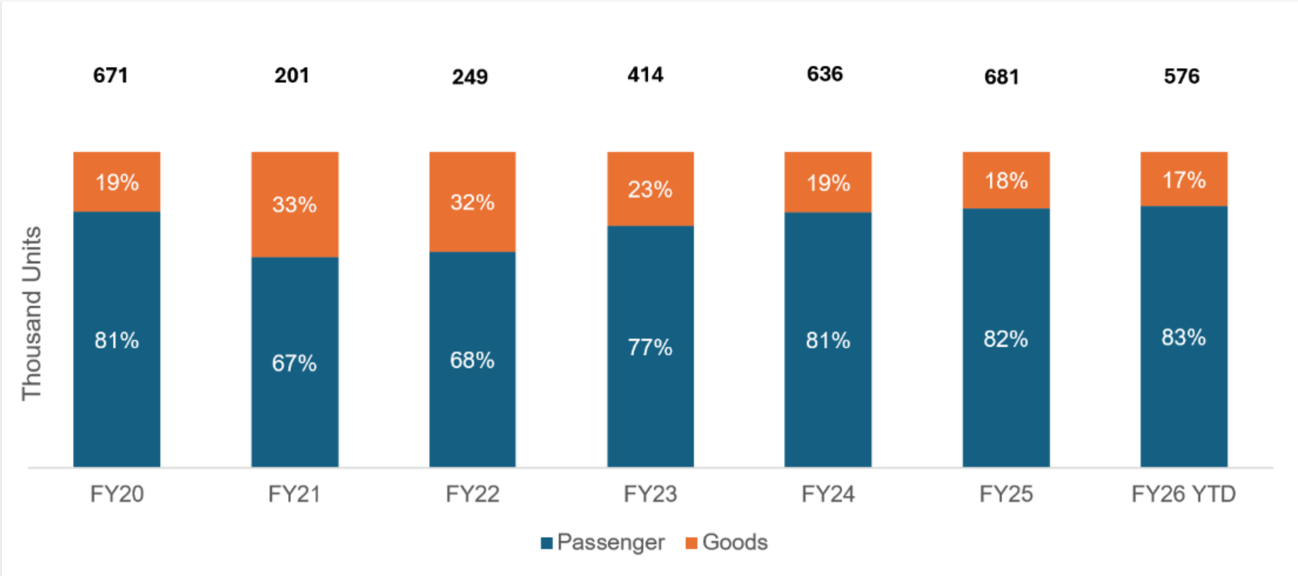
Segment-wise sales share, total volume for Fiscal 2020-2026 YTD

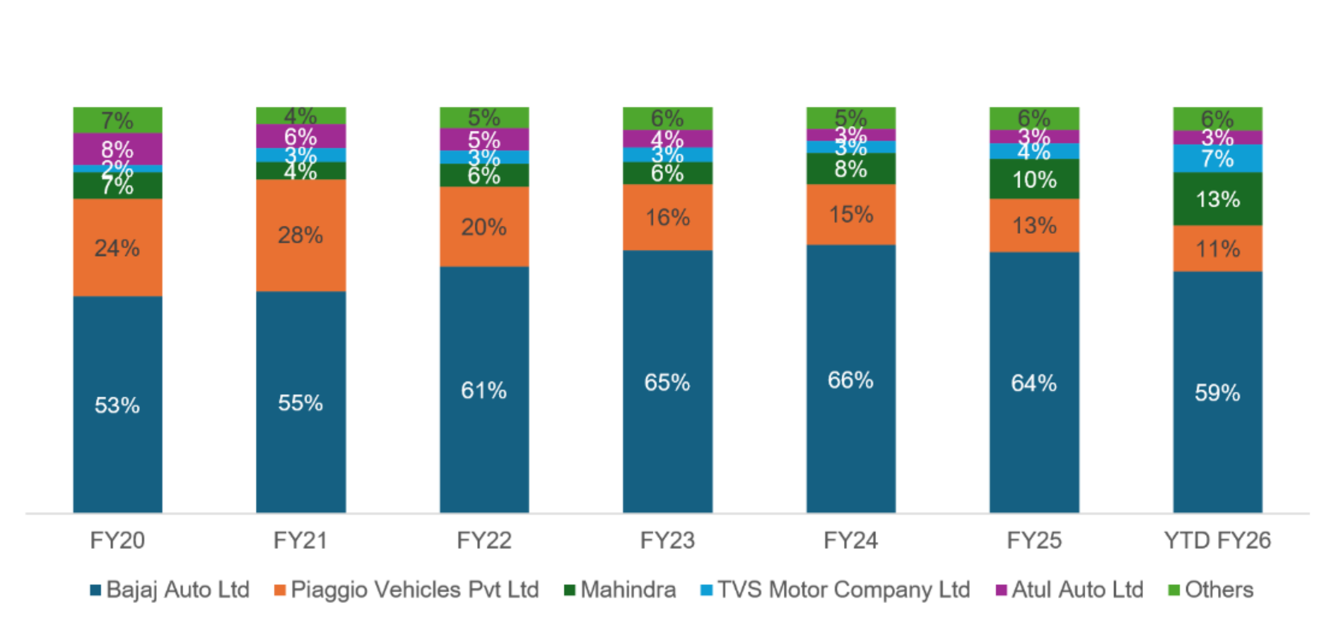


Note: YTD: April-December 2025
Source: Vahan, CRISIL Intelligence

Key players of three-wheeler Industry

The three-wheeler industry is dominated by few large players who contribute to more than 90% of the industry demand. The top players Bajaj, Piaggio, Mahindra, TVS and Atul Auto lead the industry primarily contributing to the industry demand. These players contributed nearly 94% of the industry sales during Fiscal 2025 and nearly 94% of the industry sales during April-December Fiscal 2026. Relatively smaller players and the recent entrants GEM have been increasing their share gradually in the industry.

Player wise sales contribution within the L5 three-wheeler industry



Note: Includes E Auto (L5) subsegment sales data, does not include E rickshaw (L3) subsegment data, Retails of MLR Auto is considered for calculating share of Greaves Electric Mobility. Retail sales data from VAHAN has been considered for analysis. YTD: April-December 2025
Source: VAHAN

Bajaj leads the three-wheeler industry with more than 60% share. In the last 5 years, Bajaj has, in fact, expanded its presence further in the industry and commanded approximately 64% share during Fiscal 2025 from 54% share in Fiscal 2020, although there is a drop in its market share at 59% in April-December Fiscal 2026 period. Presence of Bajaj is dominant in the larger

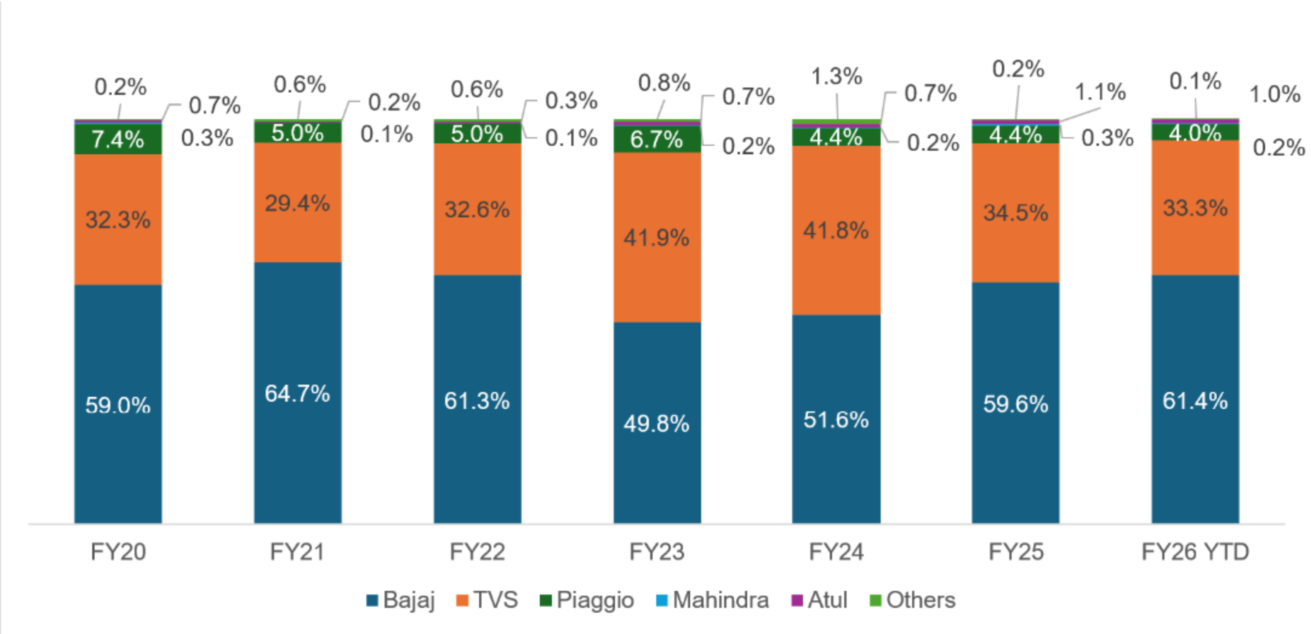
Passenger segment where its contribution has been above 60% throughout the last 5 years. Supported by increased presence in the E Auto segment, Bajaj extended its share further in the passenger segment to approximately 72% by Fiscal 2025. This increased presence in the passenger segment boosted Bajaj's share in the overall three-wheeler industry to approximately 64% in Fiscal 2025. Over and above the dominance in the passenger segment, the increased presence in the goods segment also aided Bajaj's share in the overall industry.

The second largest player Piaggio dominated the goods segment with more than13% share within the subsegment. However, it has been losing ground to Bajaj. The company has relatively lower share in the passenger segment. Amidst the intense competition, its share has dropped from 24% in Fiscal 2020 to 13% by Fiscal 2025 in the larger passenger segment, which further witnessed a slight drop to 11% during April-December Fiscal 2026 period. While in goods segment, from a high base of approximately 40% in Fiscal 2020 its share dropped to 22% in Fiscal 2025.

Another large player, Mahindra has been gaining ground in the industry led by its increasing presence in the passenger segment. The rising share of EVs within the industry coupled with company's higher presence in the E Auto segment is supporting this growth. Additionally, Mahindra managed to retain its presence in the goods segment backing the expansion in the overall three-wheeler industry.

Relatively smaller player, TVS, which is predominantly present in the passenger subsegment, has also maintained its presence in the 2-4% range and as of YTD Fiscal 2026 it has increased to almost 7%. Company has been gradually increasing its presence in the goods subsegment. On the other hand, Atul Auto has been losing ground to other larger players in the last 5 years.

Player wise export contribution within the L5 three-wheeler industry



Note: Includes E Auto (L5) subsegment sales data, does not include E rickshaw (L3) subsegment data
YTD: April-December 2025
Source: SIAM

Bajaj continues to dominate the export segment of the L5 three-wheeler industry with a consistently strong presence over the last five years. Its export share peaked at 64.7% in Fiscal 2021 before tapering to around 59.6% in Fiscal 2025. During April-December Fiscal 2026 its export share has increased to 61.4%. Despite minor fluctuations, Bajaj has firmly held its leadership position, backed by an extensive global distribution network and a well-established product portfolio. While its share dipped to a low of 49.8% in Fiscal 2023 amidst intensifying competition, the subsequent recovery underscores Bajaj's resilience and continued relevance in international markets.

TVS is the second largest player in the export landscape, gradually expanding its share from 32.3% in Fiscal 2020 to a high of 41.9% in Fiscal 2023, before settling at around 34.5% in Fiscal 2025. During April-December Fiscal 2026 its export share has dropped marginally to 33.3%. Consistent growth in exports highlights the company's strategic push to tap into global markets, particularly with products tailored to regional needs. Meanwhile, other players like Mahindra, Piaggio, Atul Auto, and a few smaller manufacturers collective share remain marginal.

Key demand drivers for 3W are:

- **Easier availability of finance**: Sales growth in the domestic 3Ws industry was accelerated by financial incentives, such as subsidies, interest on subvention on loans, and hire-purchase schemes, tax benefit as an incentive to scrapping an old vehicle (unfit vehicle) along with the offering of the permit-exchange system at no additional cost, easier availability of finance, low interest rates, and higher funding provided by various banks and NBFC.
- **Stable agricultural output**: Agri GVA grew at a healthy pace of 4.6 % in Fiscal 2025 supported by the healthy, timely and well-distributed thereby lifting agriculture income by bolstering crop output. The expected improvement in rural incomes, subdued inflation levels as well as the possibility of a rate cut will aid the three-wheeler industry growth.
- **Growth in e-commerce** The market has managed to attract not only customers but also global investors and has grown three times between Fiscal 2018 and 2023 due to the deepening internet penetration, rising awareness about online shopping, and lucrative deals offered by well-established players and start-ups. In Fiscal 2024-25, the e-commerce sector attracted investments worth INR 26,527 crore across 79 deals, accounting for approximately 31% of total start-up funding. This represents a 128% increase compared to 2023, when investments stood at ₹11,980 crore across 59 deals. India's e-commerce industry is entering a high-growth phase, supported by rising disposable incomes, rapid digital adoption, and increasing demand from Tier II and Tier III cities. This rapid growth has also led to an increased demand for efficient logistics and transportation solutions, particularly in the small load logistics segment, where the need for fast and reliable delivery of smaller packages has become a key differentiator for e-commerce companies. The last mile delivery segment, which accounts for a significant portion of the overall logistics cost, is expected to see significant investments in technology and infrastructure, including the adoption of electric vehicles (EVs) and alternative modes of transportation. There is a vast mobility-solution opportunity using EVs in the middle- and last-mile connectivity, with the 3Ws as delivery vectors. Furthermore, the rise of small load logistics has also led to the emergence of new business models, such as hyperlocal delivery and same-day delivery, which require specialized logistics solutions and partnerships with local players to ensure timely and efficient delivery of packages.
- **Steady growth in industrial and services GVA**: During Fiscal 2019-2024 period, Industry GVA clocked a heathy growth at 4.3% CAGR and in Fiscal 2025 Industry GVA recorded 5.6% in Fiscal 2025.Services GVA (approximately 55% share in total GVA), the services GVA witnessed a growth of 7.3% in Fiscal 2025.

Electrification in 3Ws

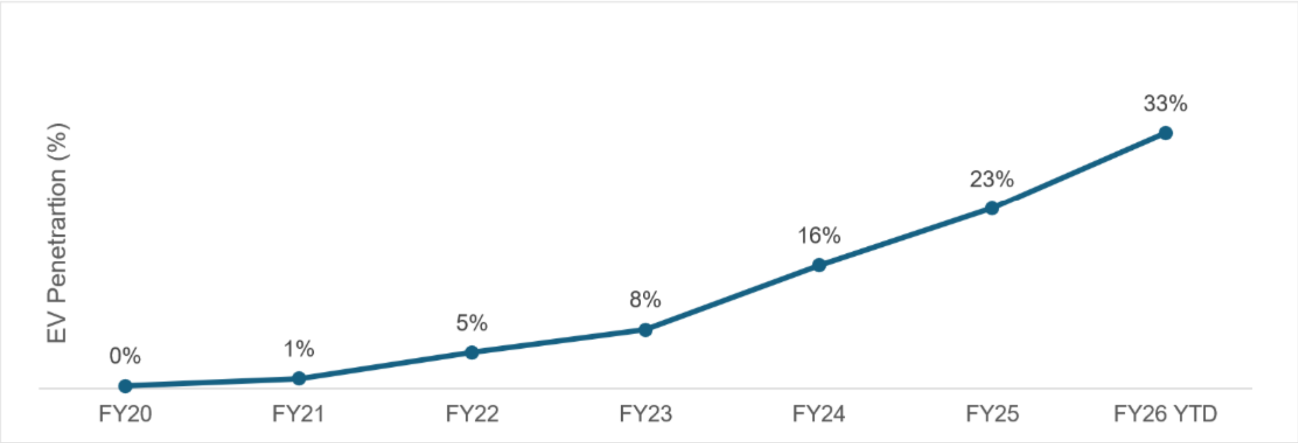
With the emphasis on reducing the carbon footprint, electric vehicles (EVs) are gaining importance globally. India is also a signatory to the Paris Agreement under the United Nations Framework Convention on Climate Change. The country is also part of the EV30@30 campaign, targeting a 30% sales share for EVs by 2030.

As of December 26, 2025, direct central subsidies for electric three-wheelers (L5 category) under the PM E-DRIVE scheme have concluded, as sales targets of approximately 2.88 lakh units were achieved. Furthermore, growing awareness, concern for environmental issues, and keener focus from automotive companies are driving electrification in India. The EV segment received a real thrust in the past two years with model launches, increasing awareness, elevated fuel prices, and improvement in infrastructure support.

The E Auto retails sales has grown at a stupendous pace of 139% CAGR between Fiscal 2019 and Fiscal 2025. The e-3Ws with high assured utilisation rates are more profitable for businesses, as they become economical to operate at higher utilisation. E-commerce giants are preferring e-autos for clean and economical last-mile connectivity.

Conversely, the sales of ICE vehicles have contracted at approximately 4% during the same period, supporting the sharp growth in the E Auto penetration from an insignificant 0.3% in Fiscal 2020 to reached 23% by Fiscal 2025. In fact, it increased to approximately 33% during April-December Fiscal 2026This indicates remarkable shift towards electrification in three-wheeler segment.

EV penetration in 3Ws (L5 category)



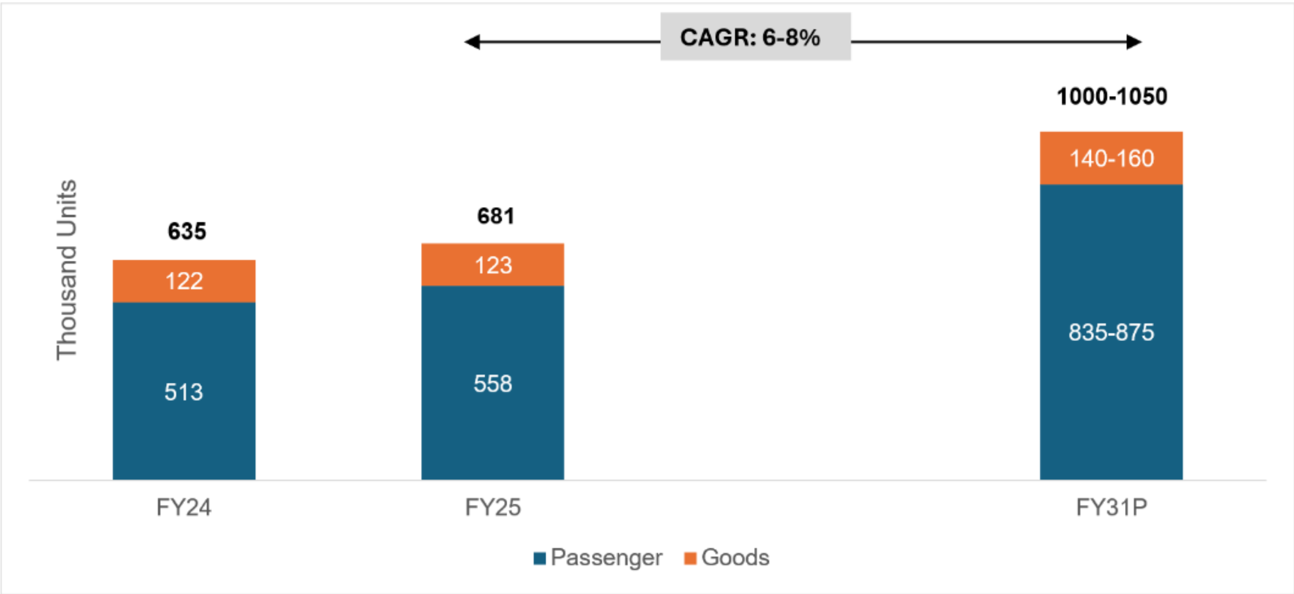
Note: YTD: April-December 2025
Source: Vahan, CRISIL Intelligence

Outlook of Indian three-wheeler industry (Fiscal 2025 to 2031P)

Domestic sales

The domestic three-wheeler market grew at 7% on-year in Fiscal 2025 from the high base of Fiscal 2024. However electric vehicle penetration has reached to 23% in Fiscal 2025. The availability of finance, alternative fuels and state subsidies contributed majorly to the growth. Between fiscals 2025 and 2031, domestic 3Ws are projected to record the growth of 6-8% CAGR, led by an 6-8% CAGR in the passenger segment and 3-5% in the goods segment.

Domestic sales outlook for Fiscal 2025-Fiscal 2031P (in volume terms)

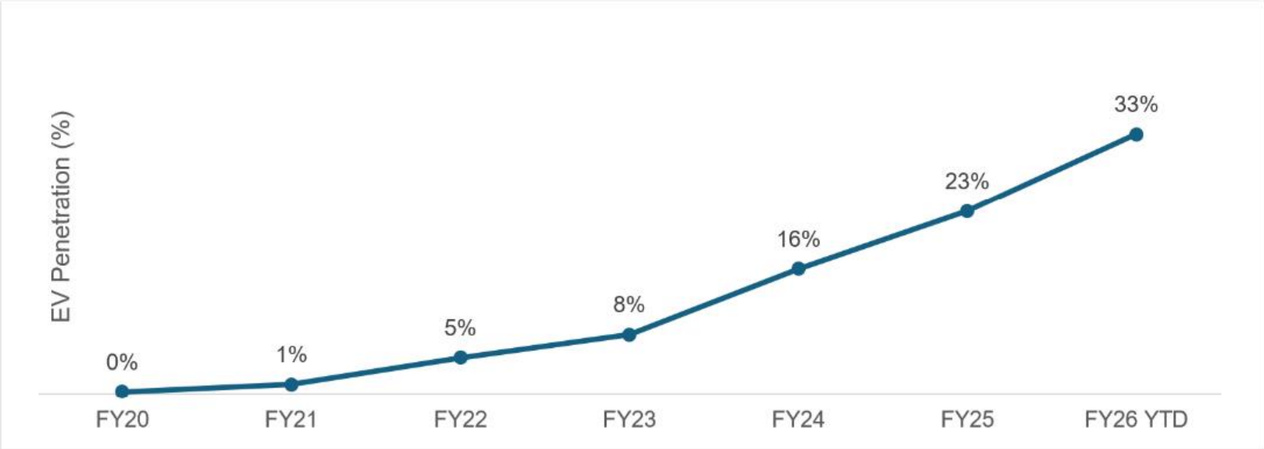


Note: E-Estimated P- Projected, Electric 3Ws do not include e-rickshaws

Source: SIAM, Vahan, CRISIL Intelligence.

Review of Indian Electric Three-Wheeler Industry

EV penetration within the L5 three-wheeler industry **EV penetration within the L5 three-wheeler industry**



Note: Includes E Auto (L5) subsegment sales data, does not include E rickshaw (L3) subsegment data, Retail sales data from VAHAN has been considered for the analysis.

YTD: April-December 2025

Source: VAHAN

Support from government in the form of incentives, entry of legacy players in the EV subsegment, improvement in the EV supply led the growth of EVs within the three-wheeler industry. The shift of customer base from ICE segment to EVs for the low operating costs and no permit requirements provided an additional kicker to the EV demand post pandemic.

In turn the EV penetration within the three-wheeler industry increased from an insignificant 0.3% in Fiscal 2020 to a sizeable 23% by Fiscal 2025. Continuing the same trend, it increased to approximately 33% during April-December Fiscal 2026.

Competitive Landscape within the E Auto subsegment

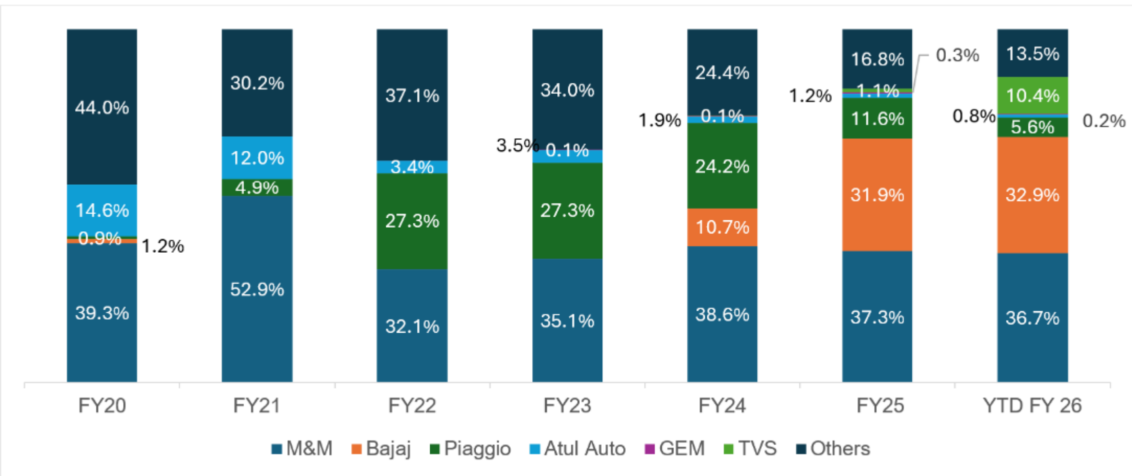
The E Auto segment was relatively fragmented, especially during the pre-covid period. Amongst the larger players in the three-wheeler industry, Bajaj, Mahindra, Piaggio & Atul Auto had a sizeable share.

Share of large players increased in the last 5 years with increased product launches, improvement in vehicle supply as well as expansion in the reach.

M&M continued to dominate the E Auto space in the last 5 years, having more dominance in the larger passenger segment, aiding its share in the overall E Auto subsegment.

TVS Motor has strengthened its market position in the e-auto segment driven by the expansion of its product portfolio, including the launch of the TVS King EV Max in January 2025 and the TVS King Cargo HD in August 2025, along with a sustained expansion of its dealership network across the country.

Player wise contribution within the E Auto segment



Note: Includes E Auto (L5) subsegment sales data, does not include E Rickshaw (L3) subsegment data, Retail sales data from VAHAN has been considered for E Auto segment. Retails of MLR Auto are considered for calculating share of Greaves Electric Mobility GEM.
YTD: April-December 2025
Source: VAHAN

Review and outlook for global e-LCV industry

Review of global three-wheeler industry (2022-2024)

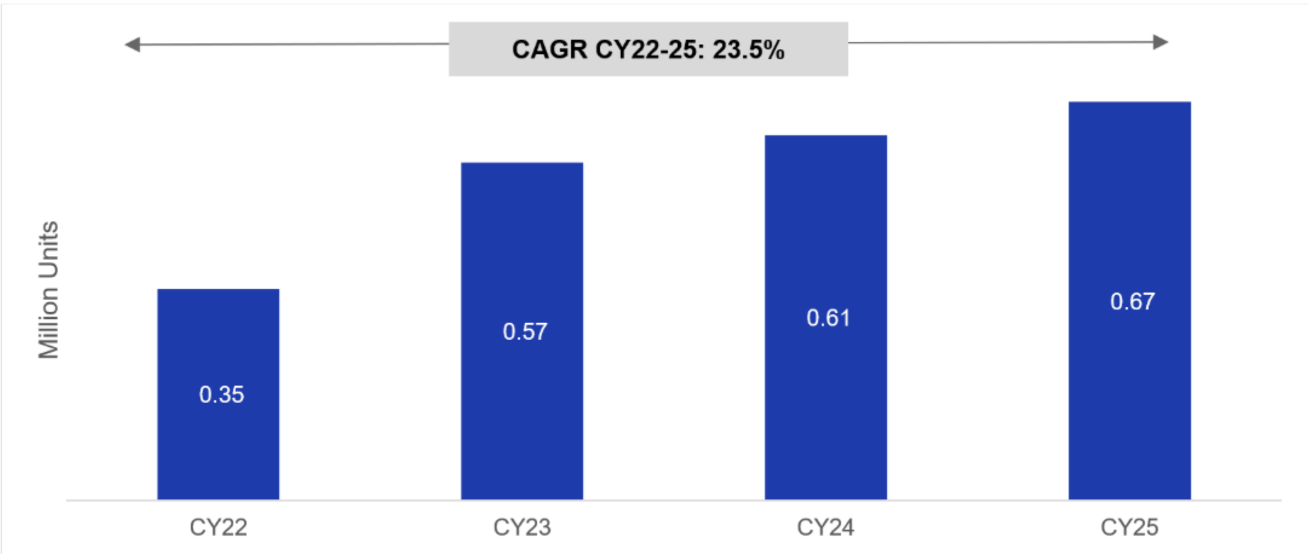
The global electric light commercial vehicle (e-LCV) industry experienced a remarkable growth trajectory, expanding at a compound annual growth rate (CAGR) of 23.5% between 2022 and 2024. Although the industry started from a relatively low base, the entry of established and emerging players such as Chery (KARY) Automobile, JAC Motors, Mitsubishi Motors, and Tata Motors accelerated the growth of the eLCV industry.

The post-COVID boom in e-commerce and last-mile delivery services, driven by platforms like Amazon, DHL, FedEx, Blinkit, Noon, Zomato, and Swiggy, created a surge in demand for efficient urban transport solutions. This, in turn, fueled the growth of the eLCV industry, as companies sought to capitalize on the increasing need for sustainable and reliable transportation options.

Policy and regulatory shifts also played a pivotal role in driving the adoption of electric LCVs. Stricter emission regulations and net-zero commitments accelerated the transition to electric LCVs, as governments and companies alike recognized the importance of reducing their environmental footprint.

From 0.35 million units in CY2022, the industry witnessed a sharp growth at 23.5% CAGR to reach 0.67 million units by 2025.

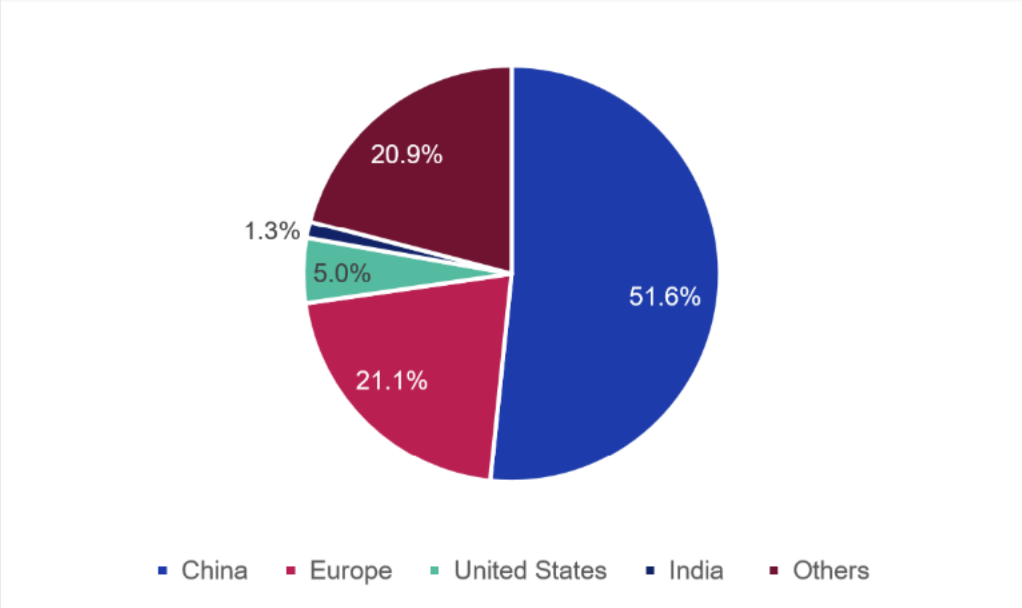
Global eLCV industry sales trend



Note: E-LCVs include 4 wheel vehicles under gross vehicle weight ≤ 3.5 tonnes), designed for commercial purposes like urban deliveries, powered entirely by electric batteries.
Source: Nexdigm data

The global electric light commercial vehicle (eLCV) market is dominated by China, which accounted for a significant 51.6% share during 2024. This was largely driven by the country's robust domestic demand, coupled with its well-established manufacturing capabilities. Europe followed with a notable 21.1% share, driven by stringent emission regulations and the growing need for sustainable urban delivery solutions. The United States held a smaller but still notable 5.0% share, benefiting from government incentives that encourage the adoption of eco-friendly vehicles. India's share remained relatively modest at 1.3%, presenting opportunities for growth and development in this emerging market.

Global eLCV regional sales split 2025



Source: Nexdigm data
Note: Others include Kenya, Sweden, South Korea, Africa, Vietnam, Mexico, Brazil, South Africa, as well as other Latin American and Middle Eastern markets

Competitive Landscape

The global electric light commercial vehicle (eLCV) market is led by Volkswagen AG, which held a dominant position with a 17.6% market share in 2025. The company's strong performance across Europe and the US, coupled with its local manufacturing capabilities in Europe, enabled it to maintain its leadership position. The top five players in the market, including Peugeot, BAIC Motor, SAIC Motor (Maxus), and Dongfeng Motor, collectively accounted for 42.8% of the total market share during the year. Peugeot has made significant strides in the eLCV market, particularly in Europe and the UK, driven by its strategic partnerships and strong market presence.

BAIC Motor Corporation ranked third in the eLCV market, largely due to the strong performance of its subsidiary, BAIC Foton. The company's domestic manufacturing capabilities and growing export demand contributed to its sales growth. Furthermore, BAIC has also been expanding its global footprint through partnerships with companies like Piaggio in Europe and Chia Tai in Thailand.

SAIC Motor (Maxus) and Dongfeng Motor Corporation are also prominent players in the global eLCV market, driven by their strong domestic presence in China and early entry into the electric commercial vehicle space.

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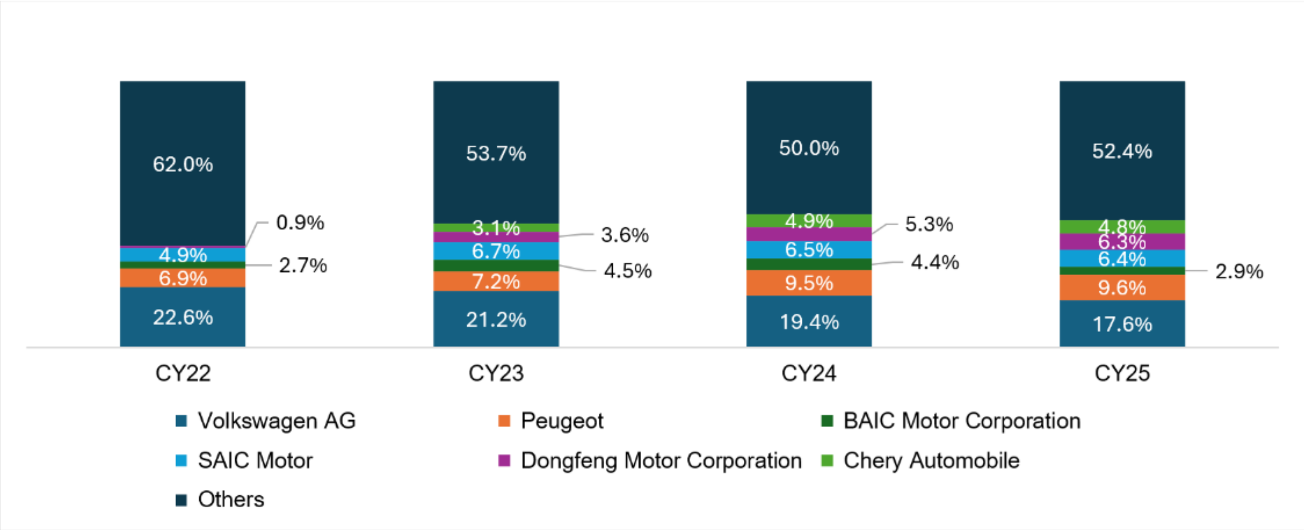
OEM wise contribution in global eLCV sales

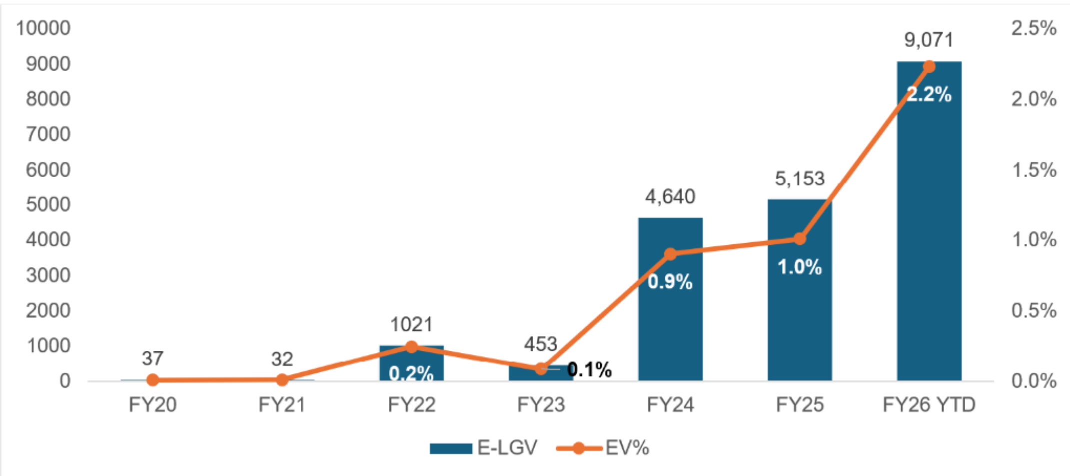


Source: Nexdigm data

Review and outlook on the Indian Electric Light Commercial Vehicle Industry (e-LCV, 0 to 7.5 tons)

Review of Indian domestic e-LCV industry (Fiscals 2020-2025)

Electrification in the commercial vehicle (CV) segment in India remains at a nascent stage, with limited penetration compared to passenger vehicles. However, the shift toward electric mobility is gradually gaining traction, particularly within the Light Commercial Vehicle (LCV) category—specifically in the sub-1 ton and pickup segments.
This trend is largely driven by the suitability of LCVs for electrification, as these vehicles typically operate over shorter distances, minimizing concerns around battery range and charging infrastructure. Furthermore, electric LCVs (e-LCVs) offer a compelling value proposition for sectors like e-commerce and last-mile delivery, where they help reduce operating costs and align with broader sustainability goals.



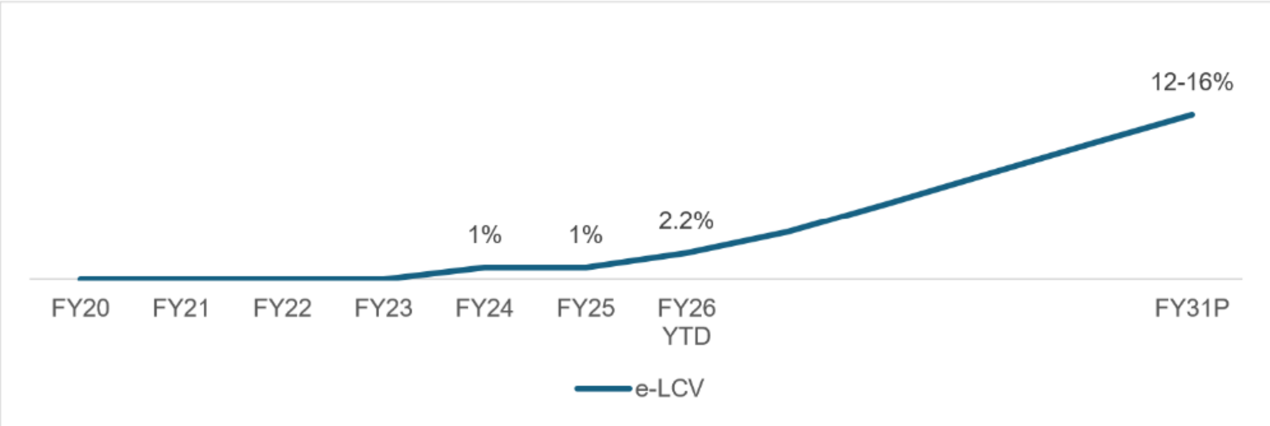
Source: CRISIL Intelligence, Vahan
Note: The above data is taken from Vahan & may vary due to reporting discrepancies and may be subject to revision upon future updates

Currently, electric trucks are being piloted mostly for intra-city logistics and last-mile delivery by e-commerce companies and a few logistics players. These are generally in the 3.5-ton to 7.5-ton category, suited for short, fixed routes with overnight depot charging. OEMs such as Tata Motors, Ashok Leyland, Mahindra & Mahindra and Eicher are conducting trials and have unveiled electric truck prototypes, but widespread commercial deployment is limited.

Over the last two years, the segment has witnessed a substantial increase in volumes, underscoring the rapid transition toward electric mobility in the commercial vehicle space. Tata's aggressive expansion and technology-driven approach have played a pivotal role in reshaping the competitive dynamics and accelerating market growth.

Additionally, initiatives under the National Electric Mobility Mission Plan (NEMMP) and the PLI scheme for Advanced Chemistry Cell (ACC) batteries aim to lower battery costs and promote domestic manufacturing, which could help reduce the cost barrier for electric trucks in the future. A few state EV policies (e.g., Delhi, Maharashtra, and Gujarat) include incentives or road tax waivers for electric commercial vehicles, although uptake remains minimal due to limited model availability.

EV Penetration in LCV

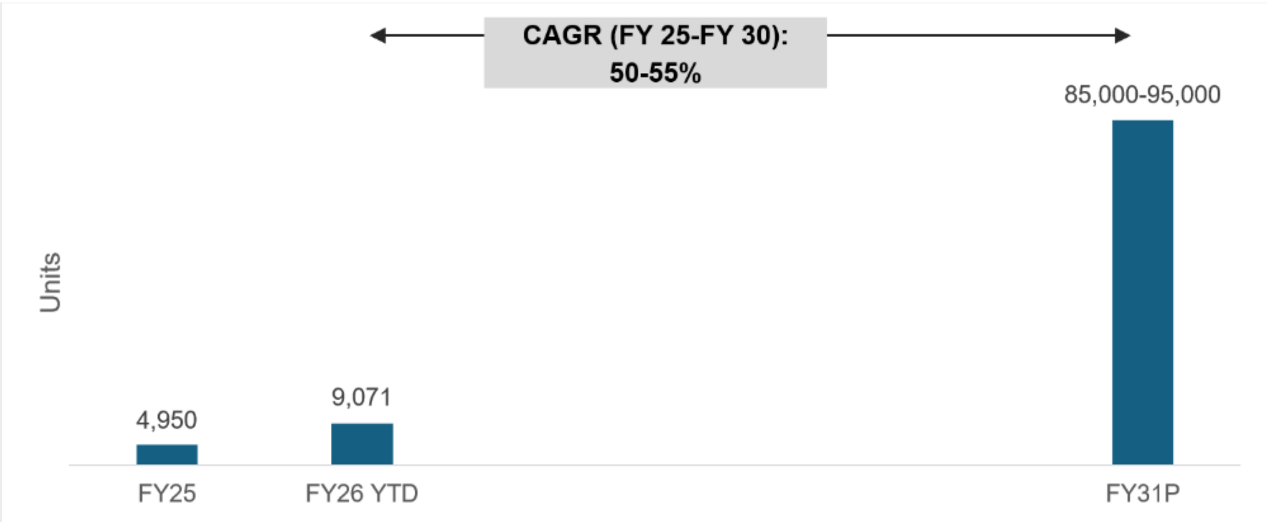


Source: CRISIL Intelligence, VAHAN

The current EV penetration in LCV is around 2.2% as of December 2025. Currently, most of the EVs used in the commercial segment as goods carriers are three-wheelers. However, as the cost differential between electric and diesel vehicles starts reducing, we expect new models to be launched. This will drive sales in the segment as the third-mile logistics and local distribution of goods are well-suited applications for EVs. Tata Ace/ Ace Pro EV, Euler Turbo EV 1000, Eicher Pro X Series, Omega M1KA, JEM Tez, Mahindra Zeo, Switch Mobility IEV series, are some of the e-LCV currently in the market.

Consequently, as depicted in the chart above, EV sales in the LCV goods segment can rise to 85,000-95,000 vehicles by Fiscal 2031, as CNG offers better TCO in near future and will be preferred over electric variants. Further EV penetration is expected to grow and reach 12-16% by Fiscal 2031.

Outlook for Domestic e-LCV



Source: CRISIL Intelligence, VAHAN

The government's continued push towards clean mobility through a combination of policy initiatives, financial incentives, and regulatory support is set to play a pivotal role in accelerating the adoption of electric light commercial vehicles (e-LCVs) in India. Various measures such as subsidies under the FAME II scheme, lower GST rates, state-level incentives, and tax benefits for EV buyers are collectively making electric LCVs a more economically viable and attractive option for transporters and fleet operators.

As last-mile delivery and intra-city logistics continue to expand with the growth of e-commerce, there is a growing need for cost-efficient, sustainable transport solutions. e-LCVs, with their lower operating and maintenance costs compared to their internal combustion engine (ICE) counterparts, are well positioned to meet this demand. Additionally, the increasing availability of charging infrastructure and OEMs' growing focus on introducing competitive and reliable electric models are further contributing to market readiness.

These supportive dynamics are expected to drive strong growth in the e-LCV segment, with industry estimates projecting a robust compound annual growth rate (CAGR) over the next several years. By 2031, the annual volumes of e-LCVs are anticipated to reach approximately 85,000 to 95,000 units. This marks a significant leap from the current base, underscoring the transformative potential of electrification in the commercial vehicle space.

Review and outlook on the Indian Heavy Commercial Vehicles industry (>7.5T)

Review of Heavy Commercial Vehicles industry

The domestic heavy commercial vehicle (HCV) industry experienced notable volatility in sales volumes over the past few Fiscal years, shaped by economic downturns, pandemic-induced disruptions, and a gradual recovery backed by infrastructure spending and replacement demand.

In Fiscal 2020, the HCV market contracted sharply to 224 thousand units due to a downturn in economic activity and weakened fleet demand. The situation worsened in Fiscal 2021, with volumes falling further to 161 thousand units as industrial activity slowed and fleet operators deferred capital expenditure amidst pandemic uncertainties.

However, the segment regained traction in Fiscal 2022, recording a notable recovery to 241 thousand units, driven by improved freight availability and a gradual uptick in infrastructure projects. This positive momentum accelerated in Fiscal 2023 as sales rose significantly to 359 thousand units, supported by strong replacement demand, rising freight rates, and enhanced fleet utilization. Fiscal 2024 further built on this revival, with sales reaching 374 thousand units. This growth was underpinned by robust infrastructure spending, better transporter margins, and fleet modernization initiatives. Interestingly, the trend has plateaued in Fiscal 2025, with volumes remaining flat at 374 thousand units. This stability may indicate a maturing demand cycle, influenced by cautious expansion strategies and a possible saturation in fleet replacement activity.

The HCV industry comprises two primary segments: Intermediate, Medium & Heavy Commercial Vehicles (IMHCV) and Buses. The IMHCV segment, which includes core freight carriers and heavy-duty applications, has historically dominated industry volumes, accounting for over 90% of total sales during the fiscals FY20–FY22. Even during the pandemic-induced slump, IMHCV volumes remained resilient due to their critical role in supporting freight movement and infrastructure development.

While the Bus segment, catering to public and institutional transportation, saw a steep decline during the pandemic, with volumes plunging from 40 thousand units in FY20 to a mere 7 thousand in FY21. This drop was largely attributed to school closures, reduced inter-city travel, and lower demand in the public mobility space. However, a gradual rebound began in FY22, and gained momentum in FY23–FY25, with sales improving to 66 thousand units in FY25, supported by public transport services, growing demand for low emission buses (CNG and electric) demand in metro and tier-2 cities, and fleet modernization initiatives.

Together, these segments reflect the broader recovery and shifting dynamics within the HCV market. While IMHCVs continue to anchor industry with consistent demand from logistics and construction sectors, the improving performance of the bus segment signals renewed traction in public mobility and institutional transport.

The market has grown by 9% in Fiscal 2026 YTD as compared to the same period in Fiscal 2025, indicating an overall market growth in Fiscal 2026 in this segment.

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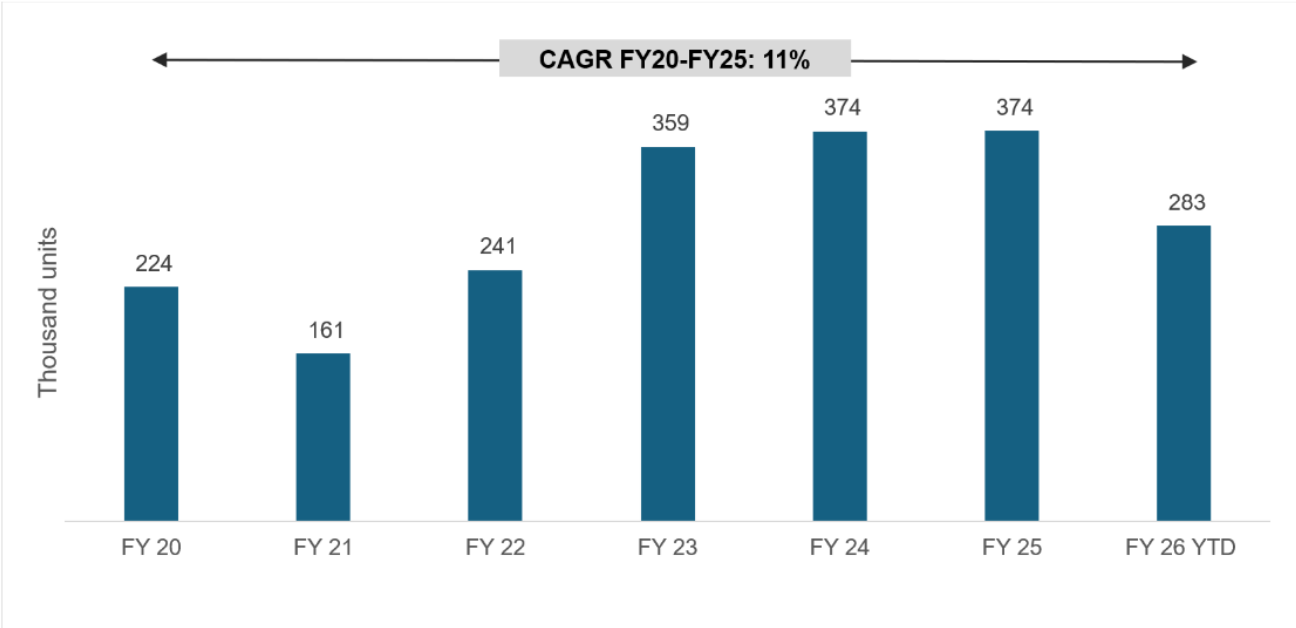
Review of Heavy Commercial Vehicles industry (includes buses), Fiscal 2020-2026 YTD (in volume terms of sales)



Note: IMHCV segment includes >=7.5 tonnage and buses,
FY 26 YTD includes April 2025- December 2025 data
Source: SIAM, CRISIL Intelligence

Outlook of the Indian Heavy Commercial Vehicle industry

Commercial Vehicle industry, encompassing Intermediate, Medium and Heavy Commercial Vehicles (MHCV), and Tippers, has witnessed fluctuating yet resilient performance in recent years. Fiscal 2023 marked a strong recovery, driven by robust replacement demand, infrastructure development, and increased government spending. However, Fiscal 2025 growth has moderated, reflecting the impact of economic headwinds and supply-side challenges.

The segmental dynamics of the commercial trucks industry highlight a transition toward a more balanced fleet mix, MHCVs recovering, and tippers maintaining steady demand. The sustained push for infrastructure development, increased logistics digitization, and policy-driven fleet modernization is expected to shape the segment-wise trends in the coming years.

Looking ahead, the commercial vehicle industry is expected to record a steady growth trajectory with a projected CAGR of 2-4% from Fiscal 2025 to Fiscal 2031.

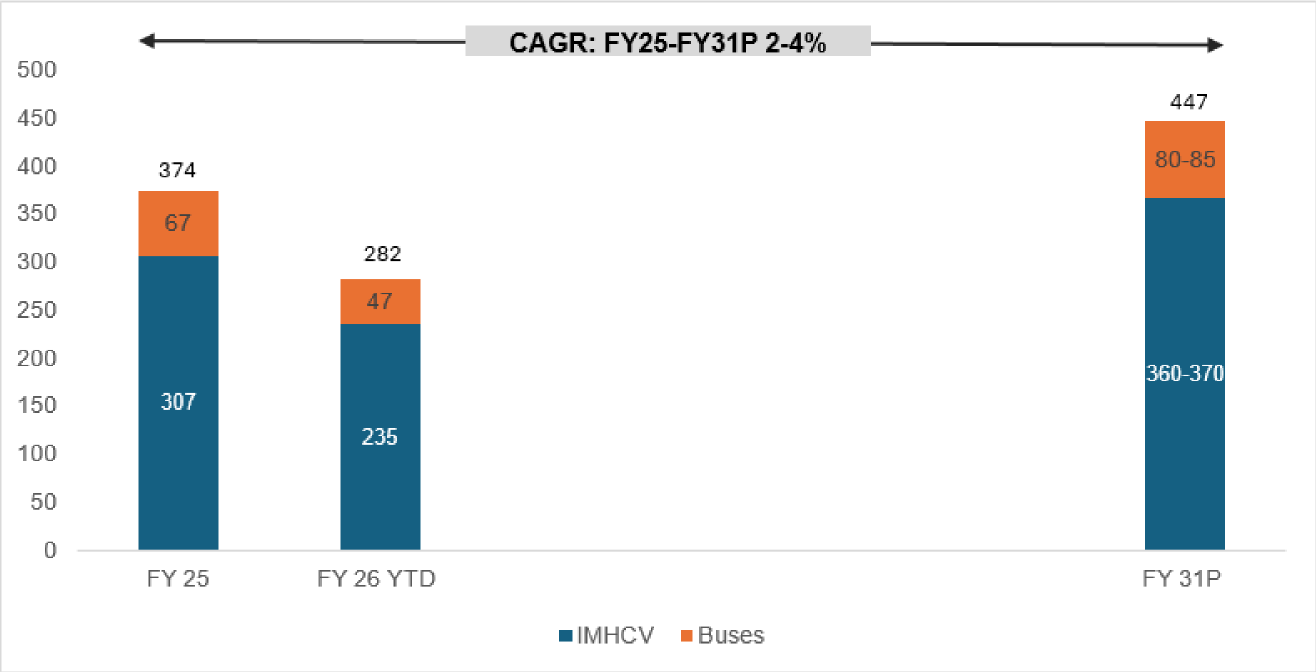
The MHCV industry is expected to grow significantly, with a compound annual growth rate (CAGR) of approximately 2-4% projected from Fiscal 2025 to Fiscal 2031.

Long-term MHCV sales are likely to be driven by several factors, including the country's improving industrial activity, consistent agricultural output, and the government's continued emphasis on infrastructure development. However, volume growth may be limited due to efficiencies gained from the implementation of the Goods and Services Tax (GST), the development of improved road infrastructure, and the commissioning of the dedicated goods corridor (DFC). Nonetheless, the industry remains on a promising growth trajectory in the coming years.

Over the next six years (Fiscal 2025-2031), industry GVA is expected to be robust, driven by the government's emphasis on "Make in India". Moreover, improvement in infrastructure and higher expected corporate expenditure is likely to support the capex cycle going forward post-Fiscal 2024. India's ambitious infrastructure development plans, including the Bharatmala Pariyojana and Sagarmala programs, are expected to drive commercial vehicle demand during Fiscal 2025 to Fiscal 2031, as the resulting increase in construction and logistics activities boosts demand for heavy and medium commercial vehicles.

Further, with the recent budget announcements, the National Manufacturing mission has been announced covering small, medium, large industries. It will also support clean tech, build ecosystem for solar cells, EV batteries, high voltage transmission equipment, which will boost the demand in the sector.

The government will create a ₹1 lakh crore Urban Challenge Fund aimed at transforming cities into growth hubs. The fund will finance 25% of the cost of bankable projects, with an allocation of ₹10,000 crore for 2025-26, which is also expected to boost the demand for heavy commercial vehicles.

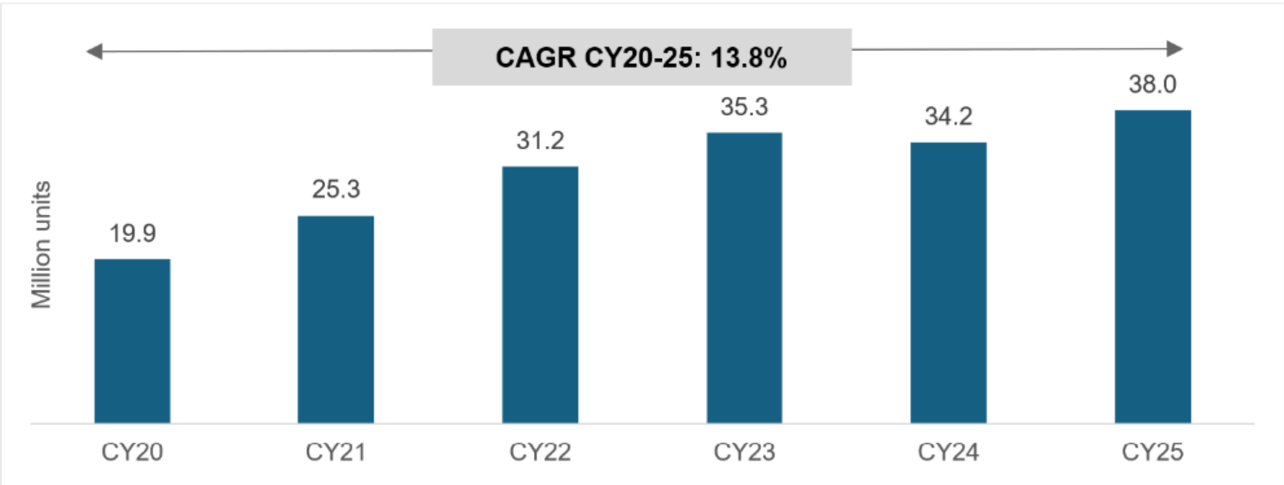


Note: HCV segment includes >=7,5 tonnage
Buses segment only includes IMCV buses
P: Projected
Source: SIAM, Crisil Intelligence
FY 26YTD: April 2025- December 2025

Review and outlook for global E Bike industry

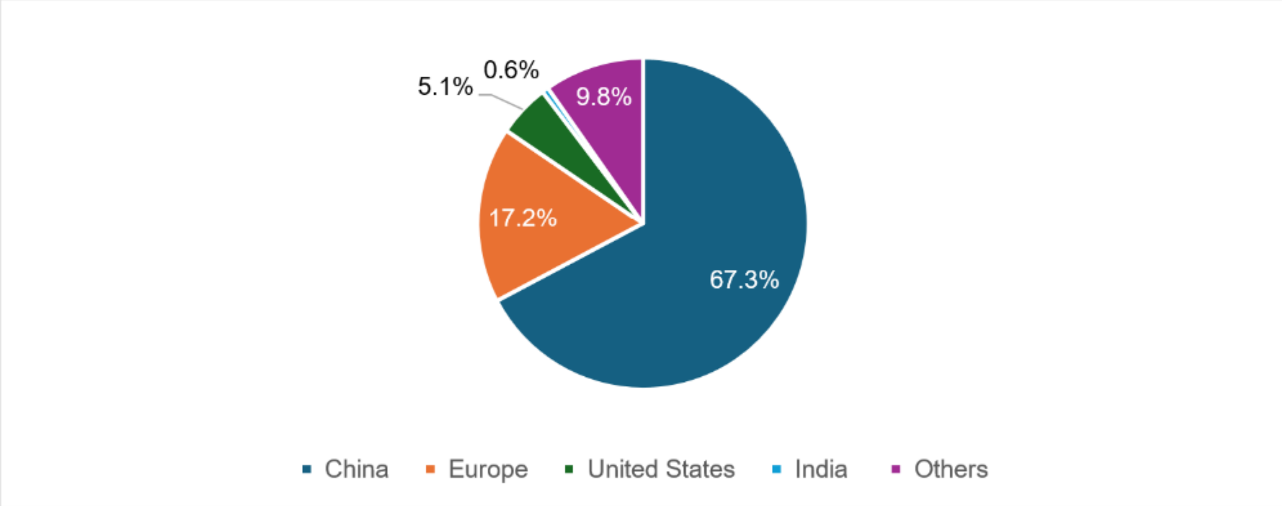
The global E bike industry grew at a healthy 13.8% CAGR during 2020 to 2025 period. The industry witnessed healthy growth in the last few years led by the rising awareness, government push towards sustainable mobility, technological advancement, emergence of new models of transport including subscription as well as increased focus on health and wellness especially post the pandemic. Additionally, portfolio expansion and push from manufacturers including major players like Yadea & AIMA provided an added boost to the E bikes industry sales.

Global E bike industry sales trend



Note: E bike denotes electric bicycles or motorised bicycles which does not include tricycle, E kick scooter or Self balancing vehicles
Source: Nexdigm data

Global E bike regional sales split CY2025



Source: Nexdigm data

China dominates the global e-bike market and contributed 67.3% to the global sales in 2025. Supportive government policies, development of cycling infrastructure as well as strong manufacturing base aided China's numero uno position. China is followed by Europe at 17.2% share and United States at 5.1% during the year.

For European countries, particularly Germany and the Netherlands, followed by the United States, the demand is driven by a combination of supportive government policies, well-developed cycling infrastructure, and growing environmental awareness among consumers.

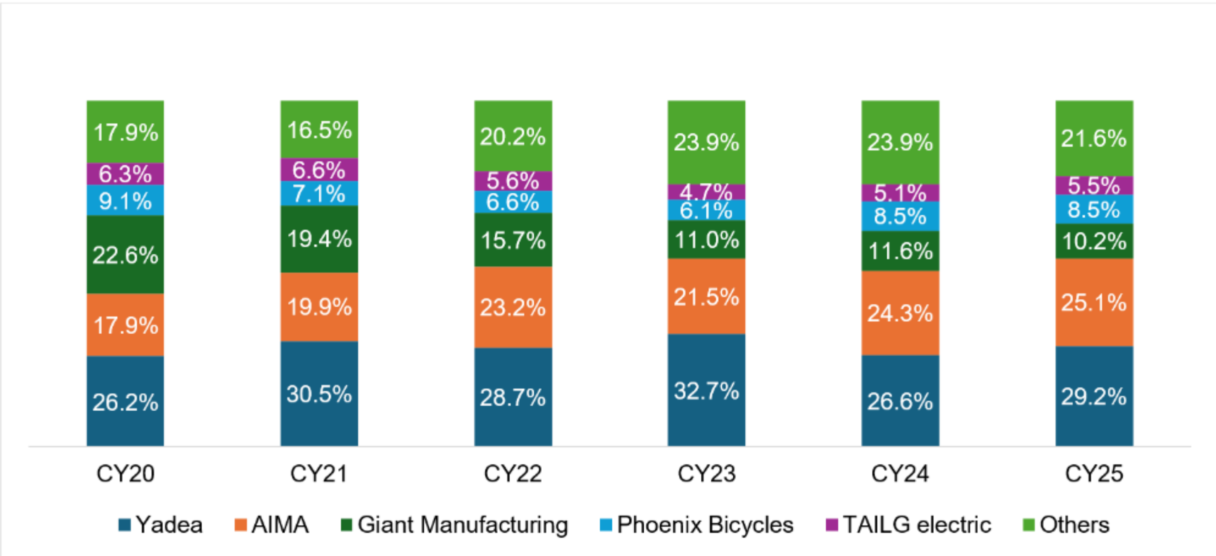
On the other hand, India's E bike market is currently at a nascent stage.

Competitive Landscape

In line with the dominance in global sales, Chinese Manufacturers lead the E bike segment where Yadea is the leading player in the global e-bike market, holding a 29.2% share (2025). This strong position is largely the result of China's leading position in global sales coupled with company's substantial investment in research and development over the years.

Another Chinese player AIMA followed closely with 25.1 % share during 2025. AIMA has expanded its share over the years amidst continued expansion in newer regions. Taiwan based Giant Manufacturing is also one of the notable contributors to the E bikes industry.

OEM wise contribution in global E Bike sales



Note: Data includes High speed as well as low speed electric vehicles
Source: Nexdigm data

Growth drivers for global E Bikes segment

The e-bike industry has experienced significant growth in recent years and expected to continue its momentum going ahead. There are several factors that are driving this trend including:

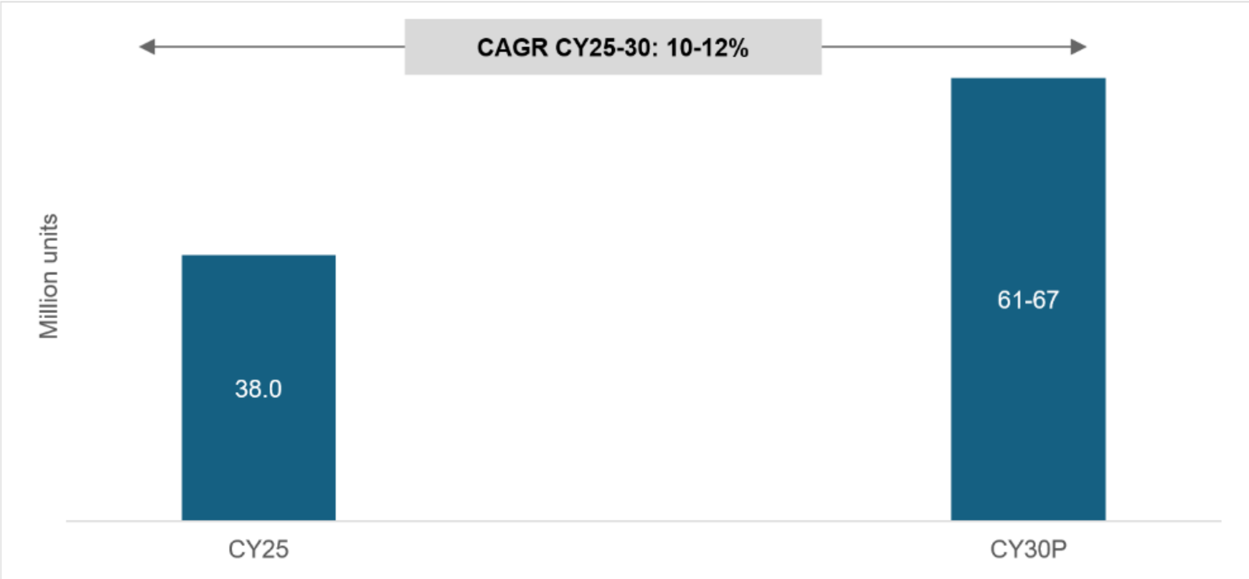
- **Environmental Concerns:** Increasing awareness about climate change, air pollution, and the need for sustainable transportation has led to a surge in demand for eco-friendly modes of transportation, including e-bikes. Governments, environmental organizations, and consumers are increasingly prioritizing solutions that reduce greenhouse gas emissions, combat climate change, and promote cleaner urban mobility. In this context, the global electric bicycles market is gaining momentum as an integral part of the transition toward greener transportation systems.
- **Government Incentives and Policy Support:** Governments around the world are actively promoting the adoption of electric bicycles (e-bikes) through supportive policies, financial incentives, and structured subsidy programs. As nations strive to reduce carbon emissions, ease urban congestion, and promote sustainable mobility, e-bikes are recognized as a viable alternative to traditional vehicles. In response, national and local authorities are implementing trade-in schemes, purchase subsidies, tax benefits, and regulatory support to encourage both consumers and businesses to shift toward electric mobility. These initiatives are significantly influencing consumer behavior and boosting e-bike sales globally.
  In China, the Ministry of Commerce, along with four other departments, unveiled updated trade-in policies for electric bicycles, effective from 2025. Under this scheme, individuals who trade in old electric bicycles for eligible new models can qualify for government subsidies. Additionally, the Chinese government has invested significantly in cycling infrastructure, including dedicated bike lanes, which has further encouraged the use of e-bikes and promoted a wider shift toward E Bikes.
  Europe, with its robust cycling infrastructure, also supports e-bike adoption through a variety of incentive programs. Countries across the region offer government-backed rebates and subsidies to reduce upfront costs.
- **Technological Advancements**: The rising global demand for eco-friendly commuting options has pushed electric bicycle manufacturers to enhance their product portfolios with technologically advanced models. Collaborations between e-bike manufacturers, technology companies, and other industry players are driving innovation and growth in the industry. Innovations in core components such as batteries, motors, digital interfaces, and structural designs are significantly improving the performance, safety, and user experience of e-bikes.
  Such rapid technological advancements in electric bikes are not only enhancing product capabilities but are also expanding their appeal across different consumer segments and global markets, thereby driving the growth of the global electric bicycles market.
- **Increasing urbanization & congestion**: Urbanization, rising fuel costs, and increasing environmental concerns are driving the shift toward micro-mobility solutions, particularly electric bicycles (e-bikes). As cities worldwide struggle with traffic congestion, long commutes, and air pollution, e-bikes are emerging as an efficient and cleaner alternative for short-distance travel. Many European cities have included cycling as a core part of their transportation culture. According to the European Commission, cities such as Amsterdam, Seville, Vaduz, Copenhagen, Ghent, Berlin, and Malmö are well known for incorporating bicycles into their urban lifestyle.
- **Increasing focus on health and wellness**: The COVID-19 pandemic brought a major shift in lifestyle priorities, leading people across the globe to become more focused on health and wellness. In response, many individuals began seeking healthier and safer modes of transportation, and electric bicycles quickly gained popularity for offering both fitness benefits and convenience.
  As health consciousness increased worldwide, electric bicycles stood out as an attractive option. These bicycles come with a built-in battery and motor that provide additional power, allowing users to travel longer distances with less physical strain. This feature appealed to a wide range of users, including those returning to exercise or managing health conditions.
- **Growing Demand for Last-Mile Mobility**: E-bikes are well-suited for short trips, making them an ideal solution for last-mile mobility, particularly in urban areas
- **Expansion of E-Bike Subscription Services**: Electric bicycle (e-bike) subscription services like Chinese Hello, New York City's Citi Bike program is transforming urban mobility by offering users access to electric bikes through flexible rental or membership models. These services are especially popular in urban centers where commuters seek cost-effective, eco-friendly, and convenient alternatives to traditional transportation.

Global E Bikes Industry Outlook 2024-2030

Global E bikes industry is expected to continue its rising momentum over the long-term horizon. This growth will be backed by increasing awareness, rising environmental concerns, government support, expansion in cycling infrastructure, increasing focus on health and wellness coupled with expanding vehicle portfolio as well as technological advancements. According to Nexdigm projections, the global E Bikes industry is projected to grow at a faster pace of 9-11% CAGR to reach 61-67 million units by 2030.

Going forward, China is projected to maintain its leadership in the E bikes industry with Europe and United States projected to witness growth at an accelerated pace.

Global E bikes industry sales outlook

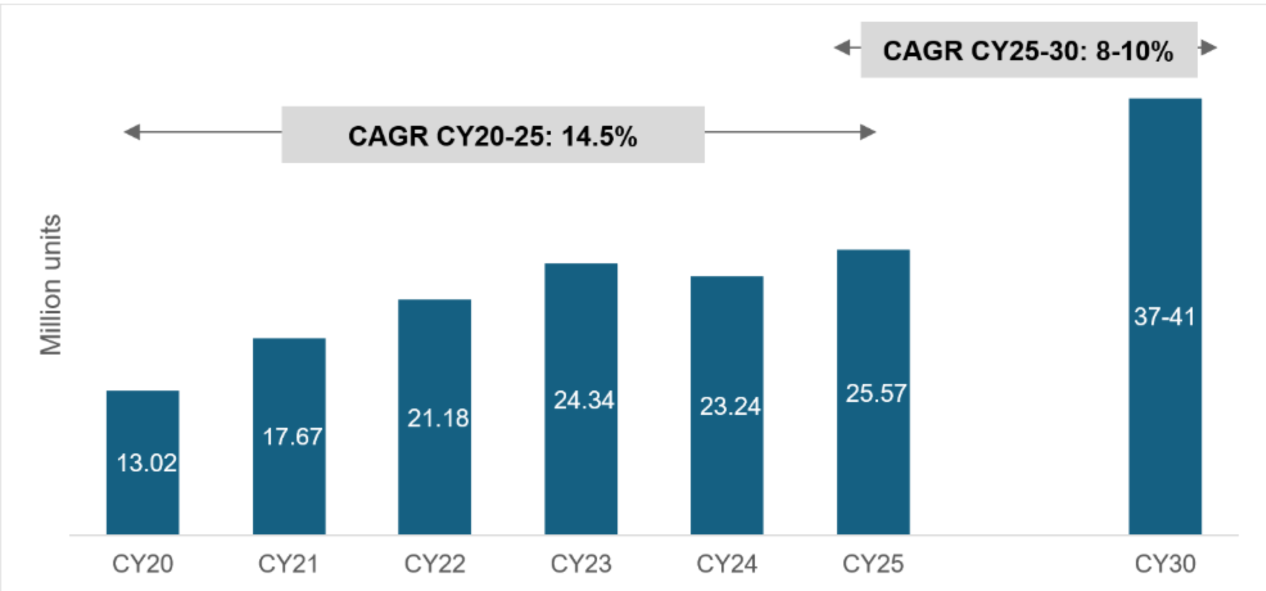


Source: Nexdigm data

Review of E Bike industry by volume – region wise

China

China is dominant global leader in e-bike sales volume, accounting for 13.02 million units in 2020 rising to 24.34 million units in 2023, driven by supportive regulatory frameworks, rising urbanization, and consumer preference for affordable, efficient personal mobility. Despite marginal growth in 2024-25, sales volume is expected to reach 37-41 million units by 2030, supported by growing demand in Tier II and III cities, ongoing replacement of internal combustion engine (ICE) scooters, and export-oriented manufacturing. China's strong local supply chain for batteries and motors further enhances cost efficiency and scalability.

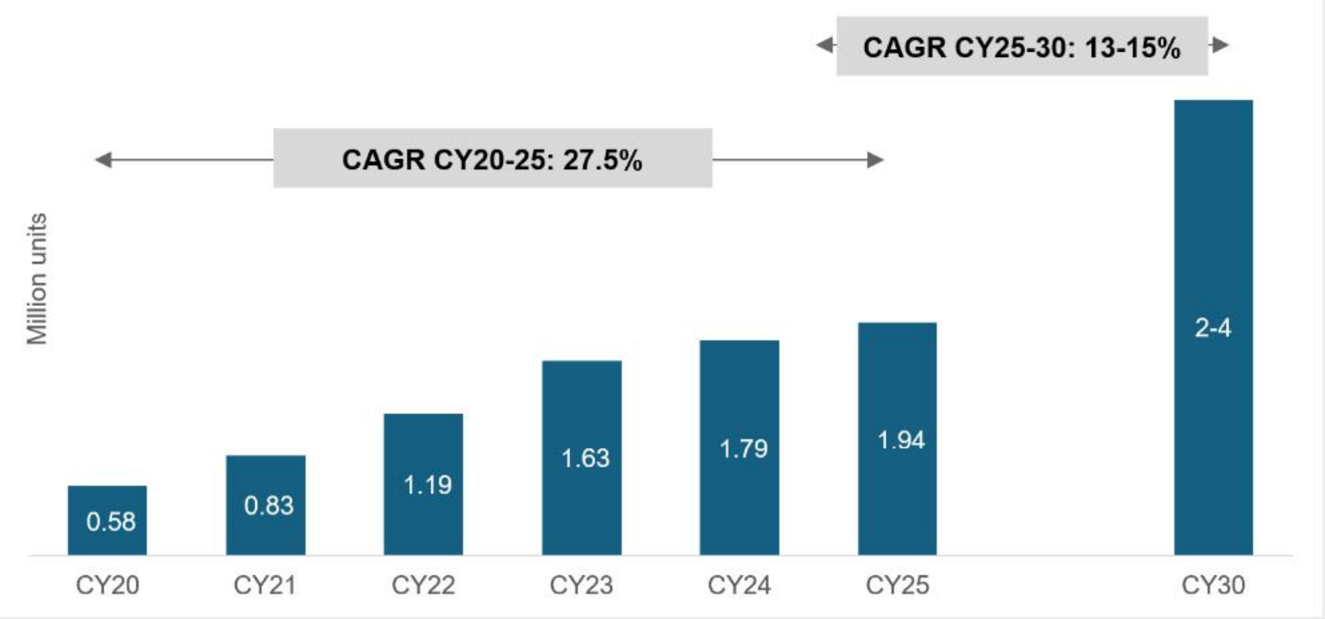


Source: Nexdigm data

USA

Although currently a small segment, the U.S. e-bike market is expanding steadily as urban commuters seek alternative, sustainable, and affordable transport options. Sales volume increased from 0.58 million units in 2020 to 1.94 million units in

2025, with further growth to 2-4 million units expected by 2030. Growth is being driven by micromobility integration with public transit, and city-level initiatives promoting green mobility. Additionally, the rise of shared mobility platforms and increasing local assembly of e-bikes are enhancing the domestic production landscape.

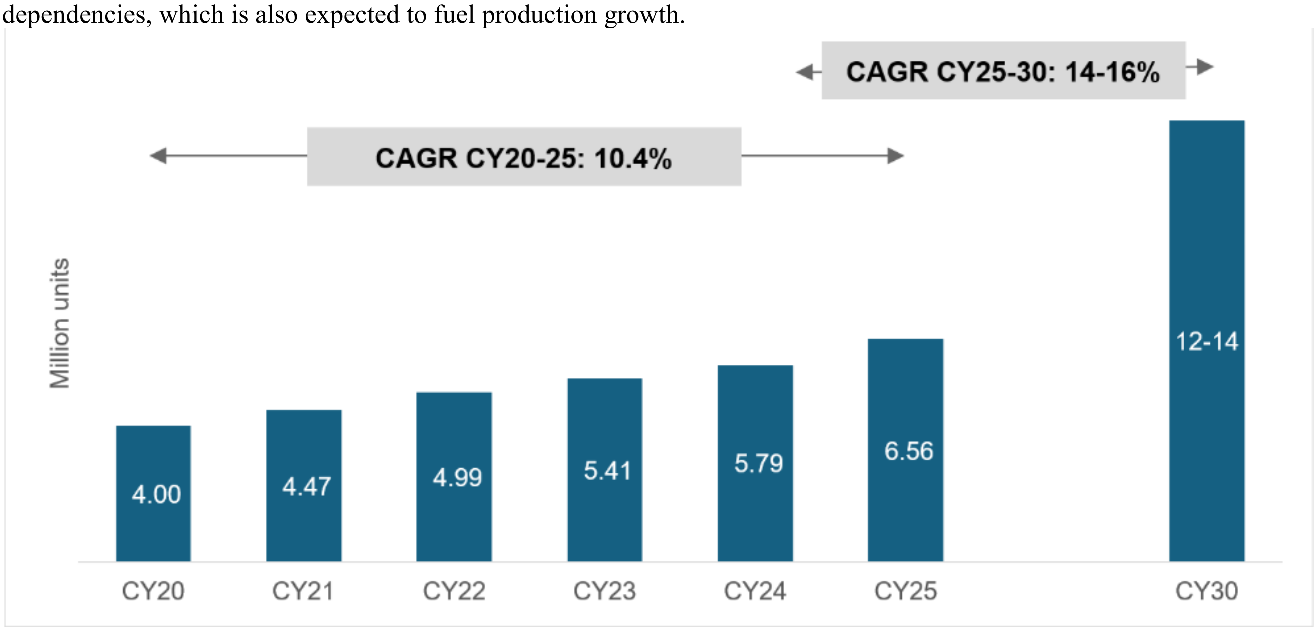


Source: Nexdigm data

Europe

E-bike sales volume in Europe grew from 4.0 million units in 2020 to 6.56 million units in 2025, at 10.4%. Europe is one of the fastest-growing regions in the global e-bike market, driven by robust environmental regulations, increasing fuel prices, and strong government incentives for electric mobility. Sales grew steadily from 4.0 million units in 2020 to 6.56 million units in 2025, reflecting increasing consumer adoption across urban and semi-urban areas.

The market is expected to nearly double by 2030, reaching 12-14 million units with a CAGR of 14-16%, aided by the EU's Green Deal policies, rising health and fitness consciousness, and the widespread rollout of cycling infrastructure. Leading European countries such as Germany, the Netherlands, and France are promoting local manufacturing and reducing import dependencies, which is also expected to fuel production growth.



Source: Nexdigm data

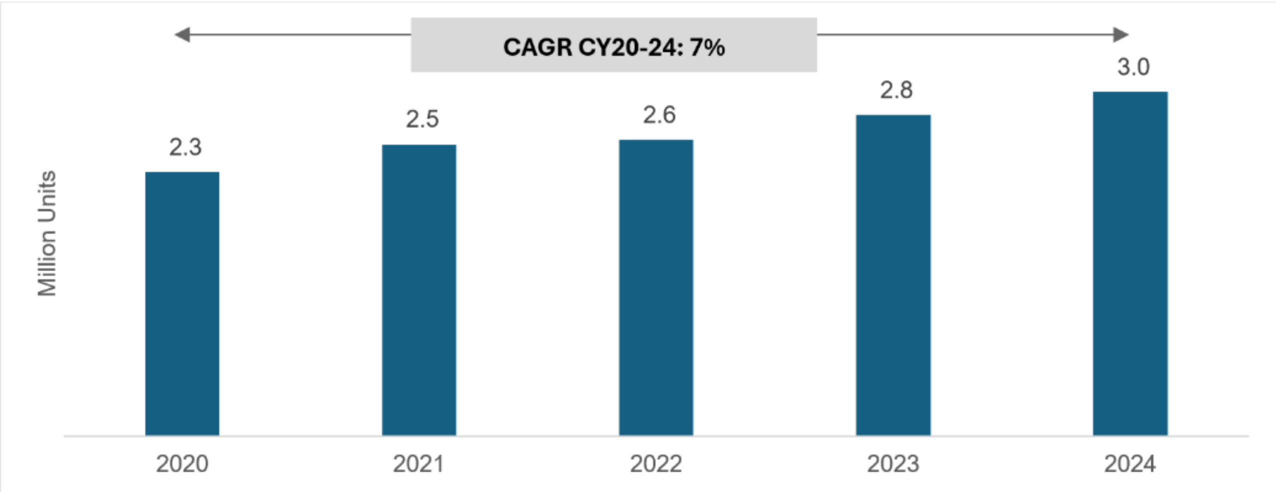
Review and Outlook of Global Generator (Genset) Industry

Review of the global genset market (2020-2024)
The global genset market encompasses all categories of generator sets powered by diesel, petrol, gas, and hybrid systems, serving a wide range of applications across residential, commercial, industrial, and Defense sectors.

As of 2024, the global fixed gensets market reached 3.0 million units, from 2.3 million units in 2020 growing at a CAGR of 6.8%, driven by increased demand for backup power in residential, commercial, and data center applications amid rising power outages and remote work trends. Regulatory shifts, such as the implementation of EU Stage V and India's CPCB IV+ norms, also played a key role, initially slowing down smaller players but ultimately consolidating the market around Tier-1 manufacturers. Technological advancements like hydrogen-ready gensets, HVO-certified engines, and telematics integration further fueled demand, especially in developed and emerging economies.

The increasing demand for uninterrupted and reliable power supply is a key demand driver for genset in the US and Europe. Aging grid infrastructure, increasing electricity demand, frequent natural events and extreme weather lead to more frequent and prolonged power outages. This significantly drives the demand for backup genset in residential, commercial and industrial applications. Industries like healthcare, hospitality, data centers and telecom require constant and reliable power supply to avoid disruptions that could have severe impact on the operations. This makes genset essential for their operations. In the developing economies like Asia, India and Africa, the market for gensets is majorly driven by power infrastructure deficits, growing population and increasing demand for reliable power supply.

Review of the global genset sales by volume (2020-2024)



Note: Inclusive of all categories of generator sets, including those powered by petrol, diesel, solar, gas, hybrid systems, and other alternative fuels, used across residential, commercial, industrial, and Defense applications. This includes only fixed gensets 5 kVA to over 7,150 kVA. The definition covers generators used for primary, backup, or emergency power supply purposes. Since there is no global / domestic body consolidating the numbers of gensets sold, there could be some variation in the actual numbers in the report.
Source: Nexdigm data

Classification of genset based on power rating and key end user industry

The power provided by the generator sets is measured in kVA ratings. The larger the electricity requirement of the application, the larger the kVA rating of the generator needed to provide the backup.
Based on power rating capacity, genset are classified into major three segment –

- Low kVA segment: less than 125kVA
- Medium kVA segment:125kVA -650kVA
- High kVA segment: 750kVA and above

Segment wise key end user industries

Power rating kVA	Key End User
Low kVA segment	Home standby Telecom Retail (petrol pump, mall, stores) Hospitality Small industries

Medium kVA segment	Small restaurants Commercial complex (schools, offices) Manufacturing Hospitals Farms (Poultry, aquaculture)
High kVA segment	Medium and large industries (Marine, mining and ports, construction) Hospitality Large industries (Automobile, Iron/ steel, textile, cement etc.) IT/ITES/BFSI/E-commerce

Source: Genset manufacturers, industry interaction, CRISIL Intelligence

The telecom sector, standby/back-up (residential and commercial) and rural electrification are the key demand drivers for low KVA genset market due to the need for continuous power at cell towers in areas with unreliable grid access and need for uninterrupted power supply. Historically in India and other developing countries, telecom sector has seen the dominant use of low KVA gensets due to unreliable power supply at cell towers. In more advanced markets, low KVA gensets are primarily used as backup solutions due to unreliable grids and harsh weather conditions.

Real estate and large industries constitute majority of market for medium KVA segment. Demand for genset from healthcare has increased during Covid-19 due to increase in demand for gensets from hospitals, Covid centers and vaccination centers. Infrastructure sector also shown growth post pandemic as construction, activities resumed in second quarter of Fiscal 2021 due to ongoing road construction and metro rail projects. The banking sector and data centers also continue to drive demand for gensets.

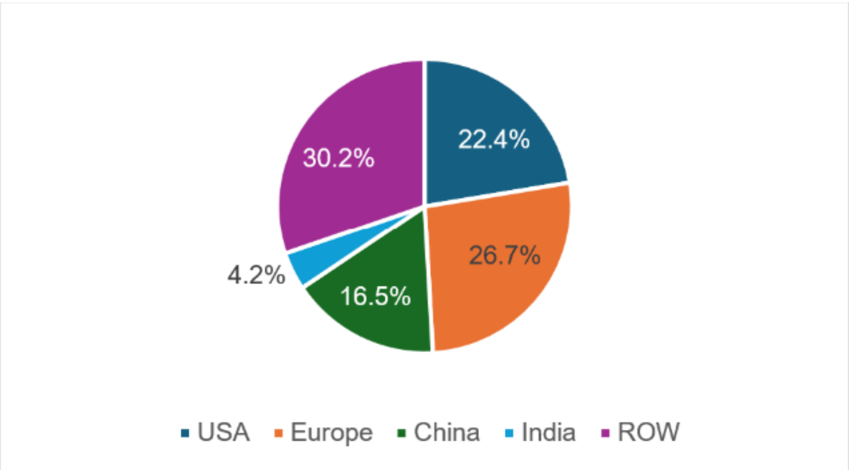
Demand for high power kVA gensets are driven by data centers, large industries like railways, metro rail, industrial /manufacturing companies, IT /ITES (including Banks and financial institutes, ecommerce, data centers) and real estate. Large industry and ITES combined drive the major demand for high kVA segment.

Diesel gensets continue to dominate the market, accounting for 71.8% of total unit sales, followed by gas-powered gensets at 24.2%, while alternative and hybrid systems contribute a modest 4.0%, indicating emerging but still nascent adoption of cleaner technologies.

Global genset unit sales regional split (2024)

In the global genset market, Europe leads with 26.7%, followed by the USA at 22.4%, driven by strong industrial demand, harsh weather conditions and aging grid. China holds 16.5% due to rapid urbanization and manufacturing growth. India has a smaller share of 4.2% because of market fragmentation and regulatory changes. The remaining 30.2% comes from emerging regions with growing infrastructure needs and unreliable grid access.

Review of the global genset sales by region (2024)

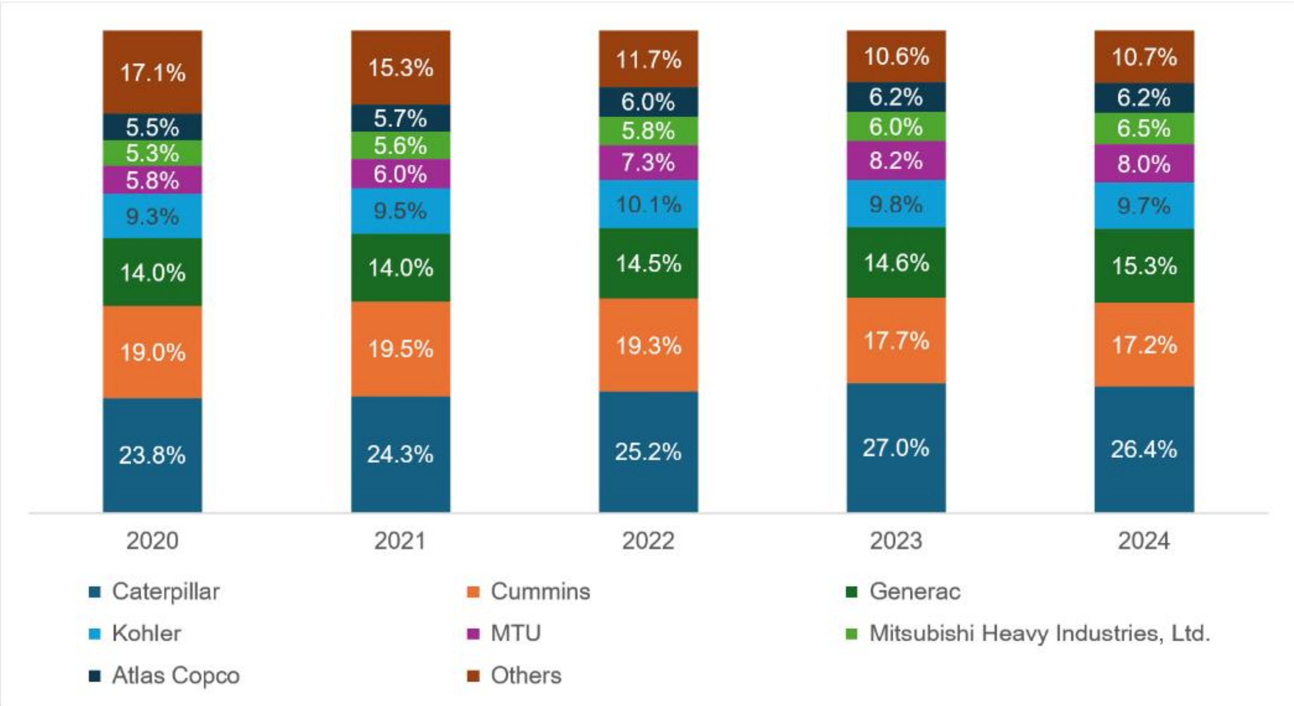


Note: RoW includes Asia (excluding India and China), Africa, Africa and Middle East
Source: Nexdigm data

Competitive Landscape

Caterpillar has consistently held the top spot in the global genset market, attributed to its extensive product portfolio, ranging from small 6kVA units to massive 4000+ kVA gensets, catering to a wide array of customer needs across industries. Generac's genset sales have surged by over the year, with market share reaching 15.3% in CY2024. The company's sales are driven by increasing demand for backup power solutions amid frequent blackouts in Europe and America owing to unstable grid and harsh climate. Its Pramac manufacturing facilities in Italy, Spain, Mexico, and Brazil have played a crucial role in meeting this demand, positioning Generac as a key player in the residential and commercial backup power segment. Cummins, Kohler, MTU, Atlas Copco and Mitsubishi are among the major players in the global market. Cummins is the second largest player in the genset industry with a market share of 17.2% in CY2024. It is a major player in the medium and heavy kVA segment. The launch of hydrogen-ready Centum container gensets for data centers in EMEA and the introduction of CPCB IV+ compliant diesel gensets tailored for the Indian market have support growth of Cummins in these regions.

Global genset unit sales by key players (2020-2024)



Note: Others Weichai, Yuchai, Wartsila Corporation, Yanmar Co., Ltd., AKSA Power Generation, Kirloskar, Kubota, Mahindra, etc
Source: Nexdigm data

Growth Drivers for global genset industry

Rise in Data Centers and IT Sector Expansion: The global shift toward cloud computing, AI, and digital transformation is driving unprecedented growth in data center infrastructure, particularly in the U.S., Europe, and China. These facilities rely heavily on medium and high capacity gensets to ensure seamless power backup during outages or maintenance, making them a major contributor to genset market growth.

Infrastructure Growth in Emerging Economies: Rapid urbanization and industrialization in emerging markets like India, Indonesia, Vietnam, and across Africa are driving strong demand for gensets. In Africa, nations such as Nigeria, Kenya, and Ethiopia are heavily investing in roads, housing, and utilities to meet population growth and urban expansion. However, grid reliability remains a major challenge, with over 600 million Africans lacking access to electricity, according to the IEA. Gensets are filling this gap by providing essential power for infrastructure projects, remote communities, and industrial operations, supporting economic growth in power-deficient regions.

Growth in Mini and Micro Gensets for Rural Electrification: Compact gensets are seeing rising demand in underserved regions across Africa, Southeast Asia, and Latin America, where grid access remains limited. According to the IEA, over 700 million people globally still lack electricity, with Sub-Saharan Africa accounting for nearly 80% of that number. Mini and micro gensets, particularly solar photovoltaic (PV) mini grids, are playing a crucial role in expanding rural electrification in Africa, especially in regions with limited access to centralized grids.

Increasing demand for uninterrupted power supply: Every sector including residential, commercial and industrial needs reliable and uninterrupted power supply. However, challenges arising from aging grid, extreme weather conditions, underdeveloped transmission and distribution network poses threat for the same. This is arguably the primary driver, forcing the individuals and businesses to reply to generators for power backup.

Trends impacting global genset industry

The global genset market is expected to shift toward cleaner, smarter, and more flexible technologies between 2025 and 2030. This transformation will be driven by tightening environmental regulations, rising fuel costs, and increasing urban noise restrictions. Hybrid gensets that combine fuel engines with battery storage or solar power will gain popularity due to their improved efficiency, lower emissions, and quieter operation. These solutions will be especially relevant for sectors such as healthcare, telecommunications, and off-grid commercial applications.

Manufacturers like Generac, Honda, and Kohler are focusing on developing silent, fuel-efficient, and low-emission models to meet evolving customer needs. At the same time, smart gensets equipped with IoT and AI capabilities will revolutionize the market by enabling predictive maintenance, fuel optimization, remote management, and real-time monitoring. These features will enhance reliability and performance, particularly for critical infrastructure and data centers.

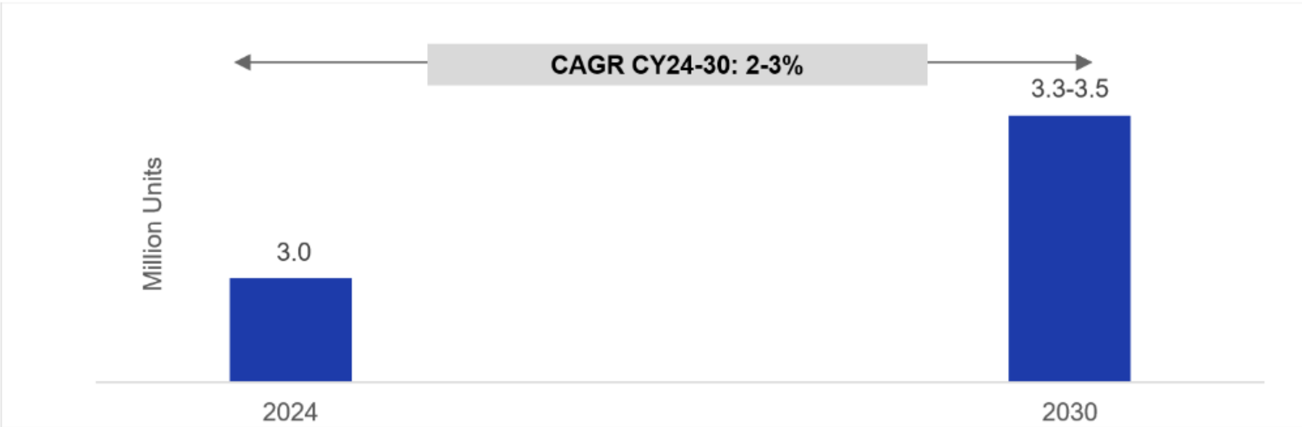
In developing regions, where grids are aging and replacement remains slow, demand for compact and low kVA gensets will rise, primarily drive by residential segment. These units will provide flexible and efficient power solutions for remote communities, construction sites, and emergency operations. Overall, the market will increasingly favor sustainable, intelligent, and adaptable genset technologies that align with global energy transition goals.

Global Genset Industry Outlook 2024-2030

As of 2024, the global gensets market reached 3.0 million units and is expected to reach 3.3-3.5 million units by 2030, growing at a CAGR of 2-3%, signaling a steady but maturing trajectory. Growth will be primarily driven by the expansion of data centers, urban infrastructure upgrades, and climate-resilient energy planning, especially across Asia Pacific, the Middle East, and parts of Africa. In parallel, the adoption of alternative fuels such as hydrogen and biofuels, integration with smart grids, and the deployment of remote monitoring technologies will become increasingly standard as the market evolves toward sustainability and digitalization.

However, several structural shifts are expected to temper the overall pace of growth. Global electrification is improving, with almost 92% of the world's population having access to electricity as of 2023 as per World Bank data. This was an increase of around 310 million people gaining access since 2015. The greatest growth in access between 2020 and 2023 occurred in Central and Southern Asia, with both regions making significant strides towards universal electricity access, reducing their basic access gap from 414 million in 2010 to just 27 million in 2023. The increased access to electricity is expected to impact the need for prime power gensets in many regions. Additionally, the rapid expansion of renewable energy, projected to grow through 2030, alongside increasing adoption of battery storage and stricter emission norms, is likely to curb demand for conventional diesel gensets. As a result, the market will face growing pressure to transition toward cleaner and more efficient power solutions.

Global genset outlook (2024-2030P)



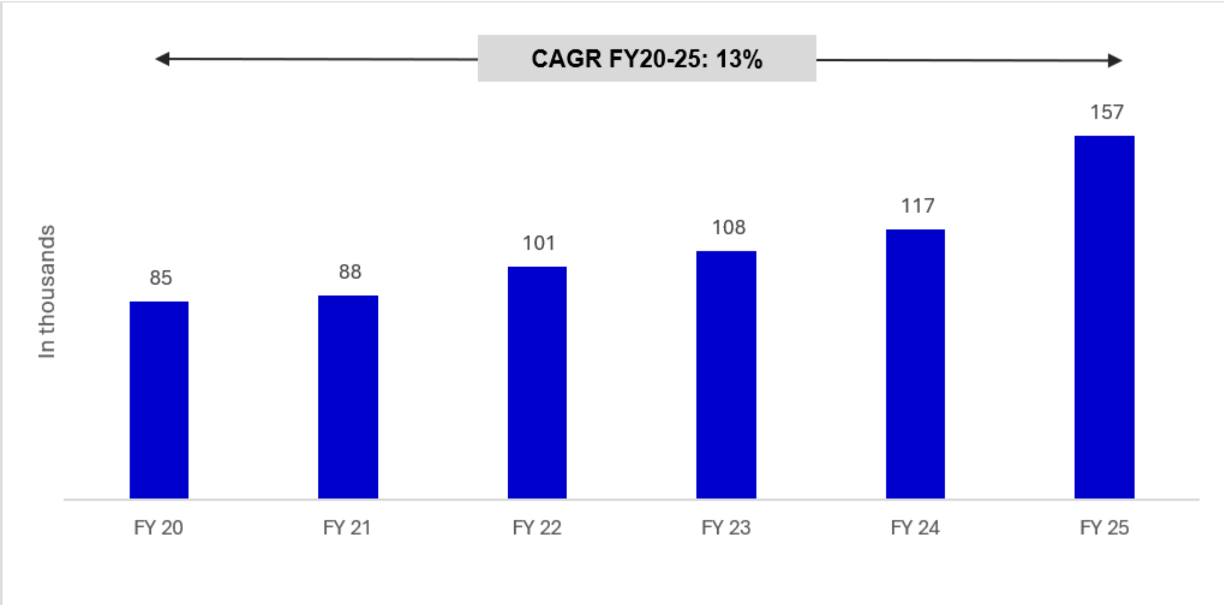
Source: Nexdigm data

Review and Outlook of Indian Generator (Genset) Industry

As of Fiscal 2025, the Indian genset market by volume was 157 thousand units, up from 85 thousand units in 2020, registering a CAGR of 13% during the period. The growth is attributed to rising demand for backup power in key sectors such as real estate, data centers, healthcare, infrastructure, manufacturing, and telecom. Frequent power supply disruptions and inadequate grid infrastructure in several regions continue to reinforce the need for reliable backup power solutions.

Policy interventions such as the implementation of CPCB IV+ emission norms are playing a pivotal role in reshaping the competitive landscape. These regulations are gradually phasing out older, inefficient gensets and consolidating the market in favor of Tier-1 OEMs capable of complying with stringent emission standards. While this initially impacted smaller player, it has paved the way for product innovation and a shift towards fuel-efficient and hybrid genset technologies. After the introduction of CPCB IV+ norms in July 2024, the genset market expanded by about 34.3% due to inventory build-up and steady demand. Growth in the power generation segment during the year was supported by advance buying, higher project sales for data centers, increased adoption of CPCB IV+ products, and the impact of price hikes

Review of the Indian genset sales by volume (Fiscals 2020-2025)



Note: All categories of generator sets, including those powered by petrol, diesel, solar, gas, hybrid systems, and other alternative fuels, used across residential, commercial, industrial, and defense applications. This includes only fixed gensets 5 kVA to over 7,150 kVA. The definition covers generators used for primary, backup, or emergency power supply purposes.
Source: Nexdigm data

Review of the Indian genset sales by players (Fiscal 2025)

The Indian genset market remains competitive, with a clear tiering between large national OEMs and regional brands. Kirloskar commands a significant 28% market share which can be attributed to its robust domestic manufacturing base, wide dealer network, and established brand recognition. Kirloskar has remained a preferred choice across sectors such as construction, real estate, agriculture, and small-scale industries, owing to its cost-effective and fuel-efficient product range. Mahindra Powerol follows with a 23.4% market share, leveraging its strong performance in telecom and infrastructure-related applications. Cummins, with an 16.1% share, continues to be a leading player in the high and medium kVA segments followed by Ashok Leyland Power Solutions with 13% and TAFE with modest but notable 7.4% share. The remaining 12.2% of the market is fragmented among smaller regional and unorganized players who serve niche demands and compete on price. These players typically have a localized presence and are prominent in low kVA gensets used in residential and small commercial setups.

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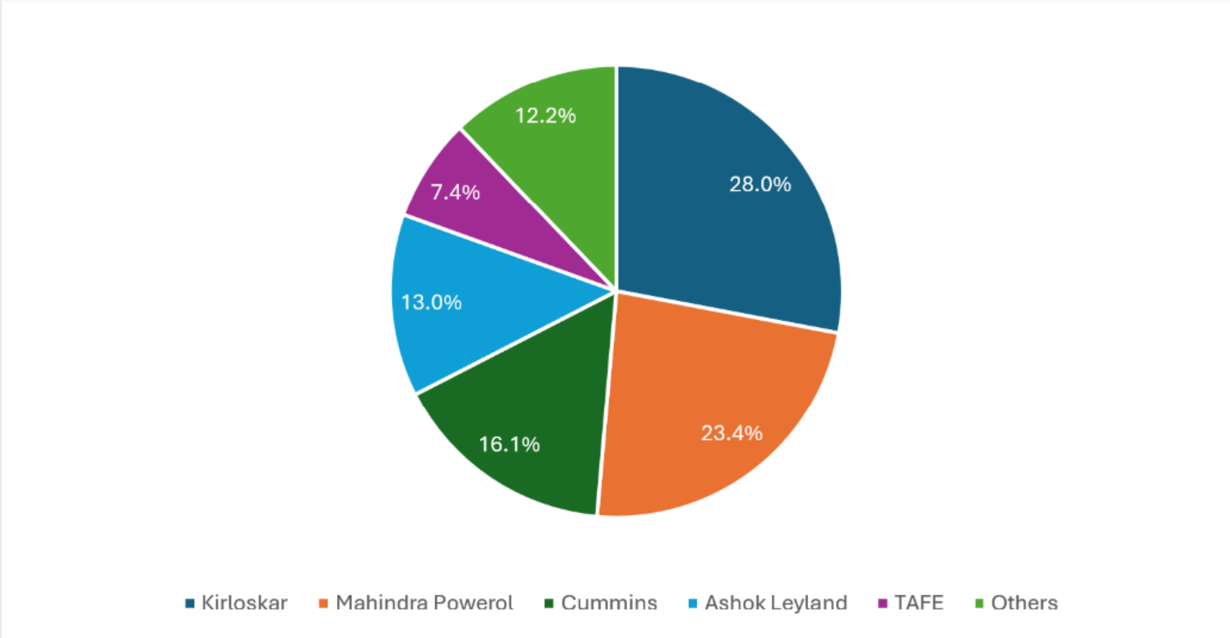
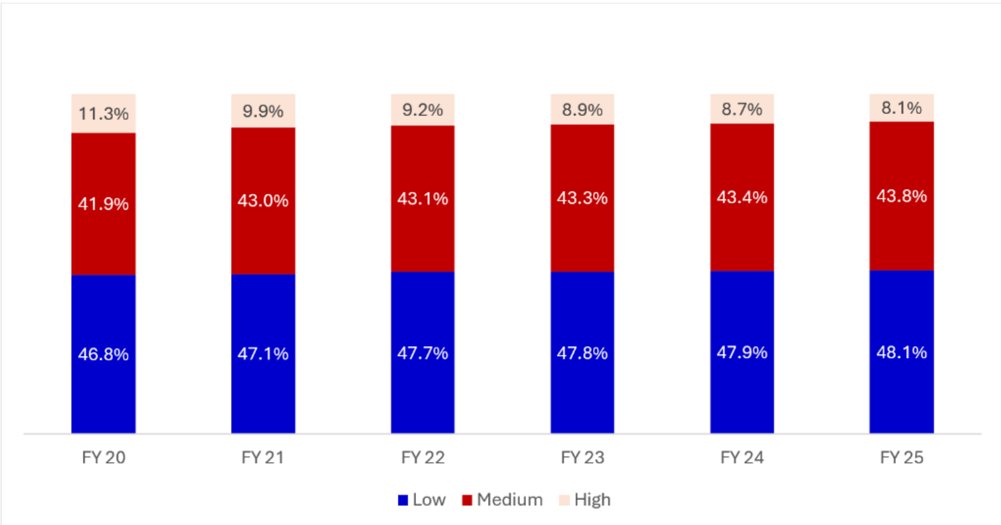


Source: Nexdigm data

Review of the Indian genset sales by power rating kVA

Indian genset market continues to be dominated by low and medium kVA segments, which together constitute over 90% of the total genset sales. The demand pattern is primarily driven by the need for backup power across telecom, residential, commercial, and institutional applications where grid reliability is inconsistent.

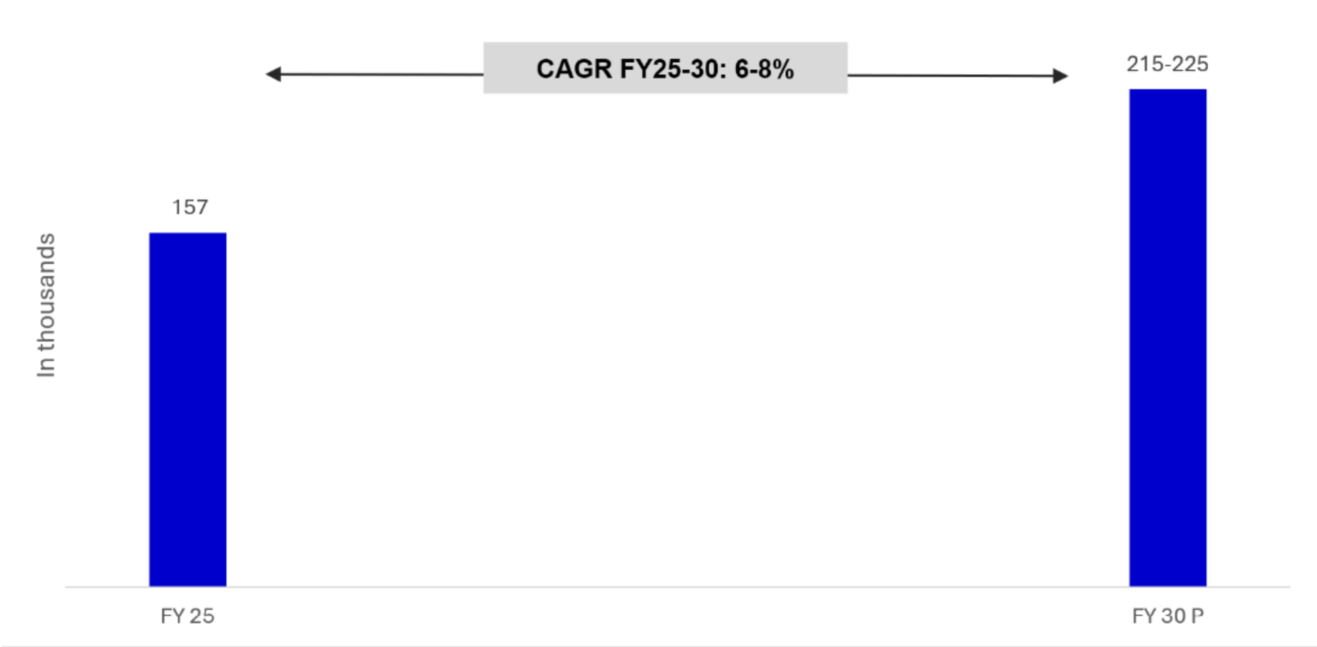
Low kVA gensets (typically less than 125kVA) accounted for the largest share, contributing 48.1% of total sales in 2025 consistently maintained a dominant position since 2020. Medium kVA gensets (125kVA- 650kVA) made up 43.8% of the market in 2025, reflecting stable demand from real estate, mid-sized manufacturing units, hospitals, hospitality, and infrastructure segments. High kVA gensets (above 750 kVA), though forming a smaller share at 8.1% in 2025, continue to find applications in large industrial plants, IT/ITES parks, metro rail, data centers, and heavy infrastructure projects.



Source: Nexdigm data

India Genset Industry Outlook Fiscals 2025-2030

Indian genset industry is set to witness sustained growth from Fiscals 2025-2030, driven by a confluence of factors including expanding industrial and commercial sectors, infrastructure development, and the persistent need for reliable power backup solutions with market is projected to reach 215-225 thousand units by 2030.



Source: Nexdigm data

Review and Outlook of Global Power Tools Industry

Power tools are devices that operate on an additional source of power apart from manual labor. Electric motors, and compressed air (pneumatic) are the most used technologies in the power tool. Compared with conventional hand tools that solely depend on manual labor, power tools are more time-efficient and precise. Power tools make heavy-load tasks easier and more efficient.

Power tools typically include power drills, impact wrenches, hammers, saws, routers and grinders, which are used in the construction, automotive, aerospace, shipbuilding and other industries. They are also used in the residential applications for home repairs, do-it-yourself (DIY) projects, etc. In industries such as construction, mining, manufacturing, and even household activities, power tools are becoming an essential component of day-to-day operations, offering speed, precision, and convenience.

Power drills are used for boring holes, driving screws, and electrical fittings, among other tasks, while impact wrenches are heavy-duty fastening devices used extensively in repairs, equipment maintenance and product assembly. Saws, which consist of a tough blade, wire or chain with a hard-toothed edge, are used to cut through material. Routers are used to rout out an area from hard materials such as plastic or wood to make patterns, grooves, etc. They are portable electric power tools mainly used in carpentry, with a flat base and a rotating blade extending past the base. Grinders, as the name suggests, can grind metal and cut tiles, stucco and pavers, and can also be used for deburring, finishing and polishing.

Review of the global power tool market size (CY2020-24)

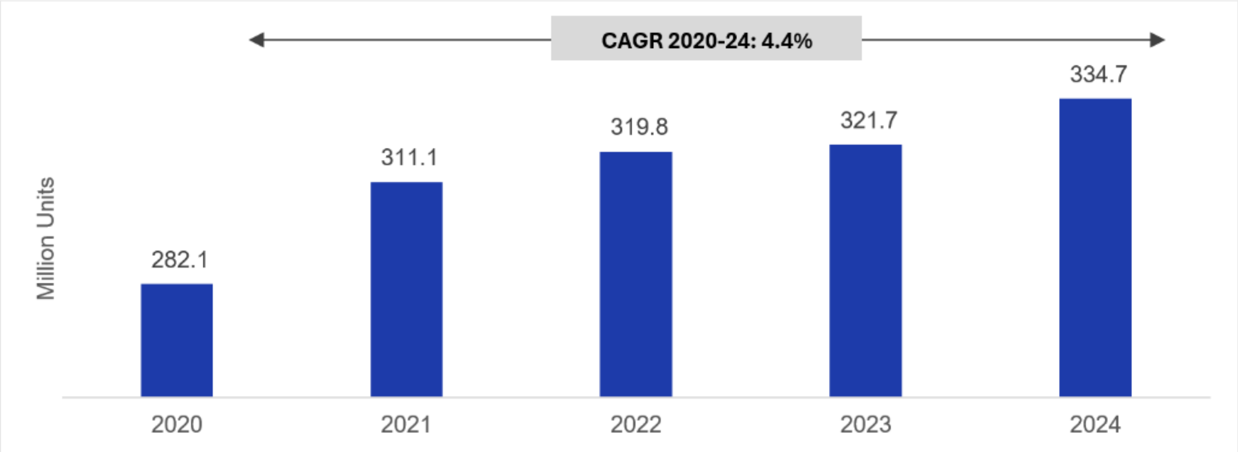
As the world steadily moves toward automation, there is a noticeable shift from manual labor to machine-driven efficiency across various sectors. Developed regions like the US and Europe have accelerated the adoption of tools and machinery to ensure productivity and maintain output quality. In industries such as construction, mining, manufacturing, and even household activities, power tools are becoming an essential component of day-to-day operations, offering speed, precision, and convenience.

This increasing reliance on machinery is not just a response to workforce constraints, but also a part of broader trends favoring technological advancement, process optimization, and safety improvements. Whether it’s a cordless drill used in home renovations or a hydraulic breaker on a mining site, power tools are central to enabling efficient work in less time and with less physical effort. This evolving landscape provides an impetus for market growth across tool types, and user segments.

The global power tools market includes corded and cordless, pneumatic, and hydraulic tools, which may be portable or stationary depending on the application. The global power tools market grew from 269.8 million units in 2019 to 311.1 million units in 2021, registering a CAGR of 7.4%. This sharp rise during the period was largely fueled by the COVID-19 pandemic, as the extended lockdowns and remote work drove the DIY home improvement and repair projects, driving demand for cordless drills, saws, and multi-tools in the residential segment. The shift to e-commerce platforms further supported growth by making power tools more accessible to consumers and small businesses during retail shutdowns. These combined trends created a strong surge in demand across both household and professional applications during the pandemic.

Between 2022 and 2023, the power tools market witnessed moderate growth due to post-pandemic saturation, especially in the DIY segment. High inflation, rising interest rates, and economic uncertainty in key markets like the US and Europe led to cautious spending. Construction activity weakened due to higher material costs and labor shortages. Distributors also focused on clearing excess inventory from the COVID-19 surge, reducing new orders and impacting overall market growth. In 2024, the power tools market rebounded with a growth rate of 4.1%, driven by renewed construction and infrastructure activities, easing inflation, and improved consumer confidence.

Review of the global power tool sales by volume (2020-24)

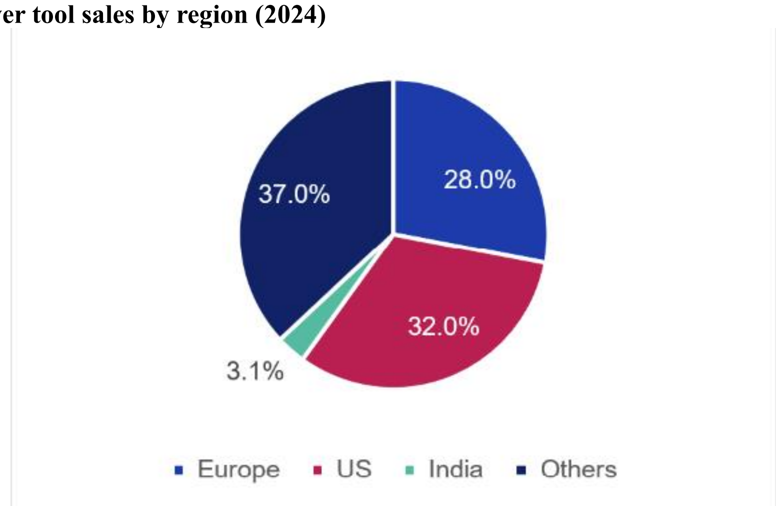


Note: The global power tools market includes corded and cordless, pneumatic, and hydraulic tools, which may be portable or stationary depending on the application. These tools are powered by external sources such as electricity, compressed air, or gasoline.
Source: Nexdigm data

Global power tools sales regional split (2024)

The United States leads the global power tools market with a 32% share, followed by Europe at 28%. While India currently holds a smaller share of 3.1%, it is considered a high-growth market with strong future potential. India's growth is driven by rapid industrialization, real estate expansion, and strong government support for manufacturing like National Manufacturing Policy, which aims to raise the manufacturing share in GDP and PLI scheme target to strengthen India's manufacturing base and align it with global standards.

Review of the global power tool sales by region (2024)



Source: Nexdigm data

North America holds around 37-40% of the global market, with the US alone contributing 85-90% of this share, followed by Canada and Mexico. The market's expansion has been fueled by rising DIY trends and growing e-commerce penetration, which have improved access to power tools and broadened adoption across consumer and professional segments.

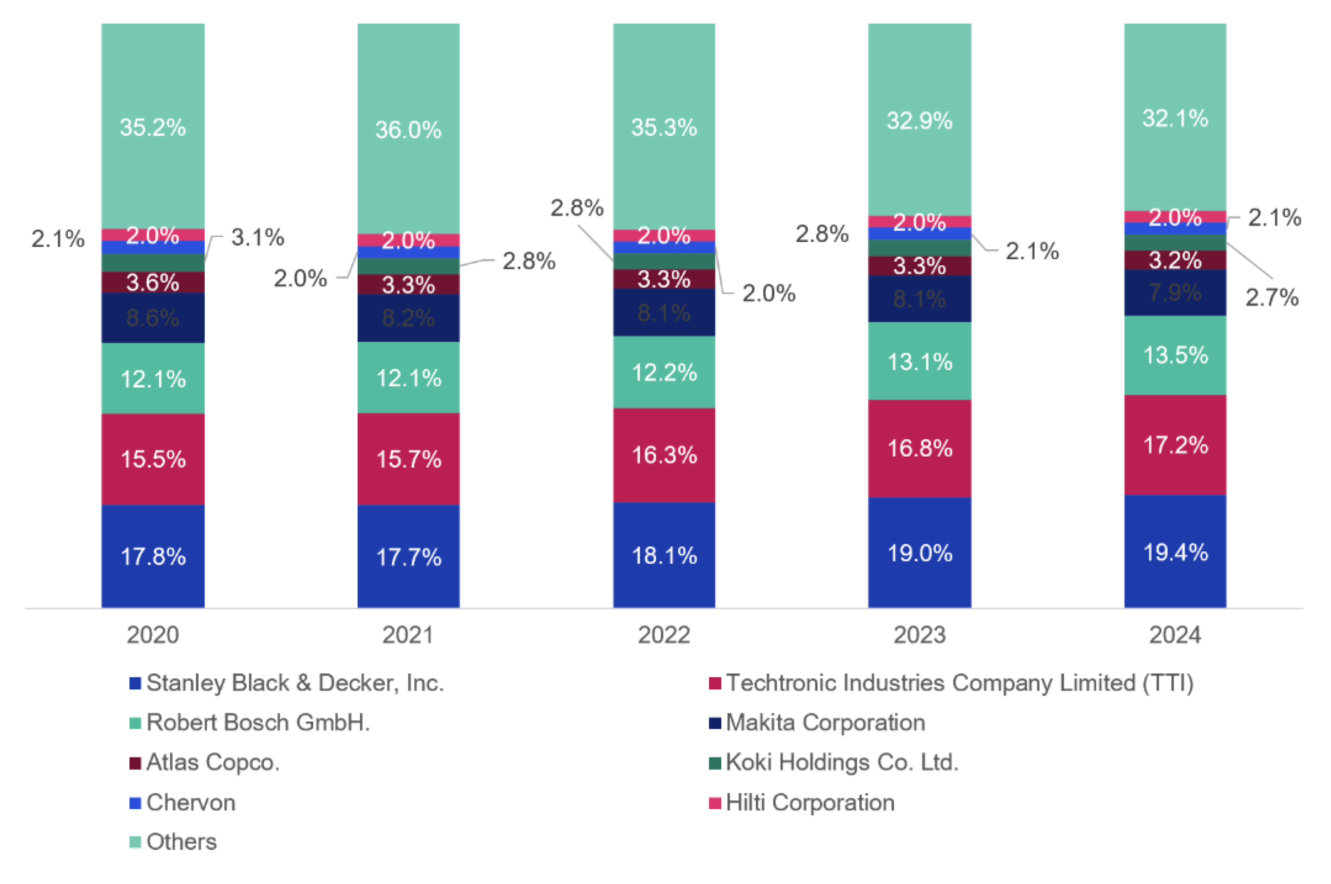
Competitive Landscape

Stanley Black & Decker Inc. is the global leader in the power tools market, holding a 19.4% share worldwide. The company owns several brands, including DEWALT, CRAFTSMAN, STANLEY, BLACK+DECKER, Cub Cadet, Hustler, and Troy-

Bilt. DEWALT, offering over 300 tools and 800 accessories, leads the market. From 2019 to 2024, Stanley Black & Decker's sales grew by 38%, driven by strong brand loyalty, premium pricing, and a broad product range.

Techtronic Industries Company Limited (TTI) is the second-largest player in the power tools market, with a strong focus on cordless technology. The company operates multiple brands, including MILWAUKEE, RYOBI, and AEG, with MILWAUKEE being the flagship brand. Bosch is also a leading player in the power tools market and holds an extensive global presence operating in over 60 countries. Other notable players include Makita, Atlas Copco and Chervon among others.

Global power tool sales by key players (2020-24)



Source: Nexdigm data

Global power tool sales by type

Power tools can be categorized into corded, cordless, pneumatic, and hydraulic tools, each defined by their power source and usage wise. Corded power tools use electricity as a source of operation, although they are portable, they need an electric power source. Whereas cordless tools are battery operated and do not need a power source. They are recharged after every use or have swappable batteries. Electric Cordless Tools have shown the most dramatic increase in market share, rising from 32.4% in 2019 to 45.7% in 2024. This surge reflects rising demand for portable, user-friendly tools, enabled by significant advancements in lithium-ion battery technology. The cordless format is increasingly favored across both DIY and professional users due to its flexibility, mobility, and improved performance. Electric Corded Tools, while still holding the largest share, declined from 56.2% in 2019 to 46.2% in 2024. This drop illustrates a gradual shift away from traditional corded formats as users adopt more versatile cordless options.

Pneumatic and Hydraulic Tools saw their share fall from 11.3% in 2019 to 8.2% in 2024. This segment's decline reflects a broader industry shift toward electric-powered alternatives, driven by lower maintenance requirements, easier portability, and simplified infrastructure needs.

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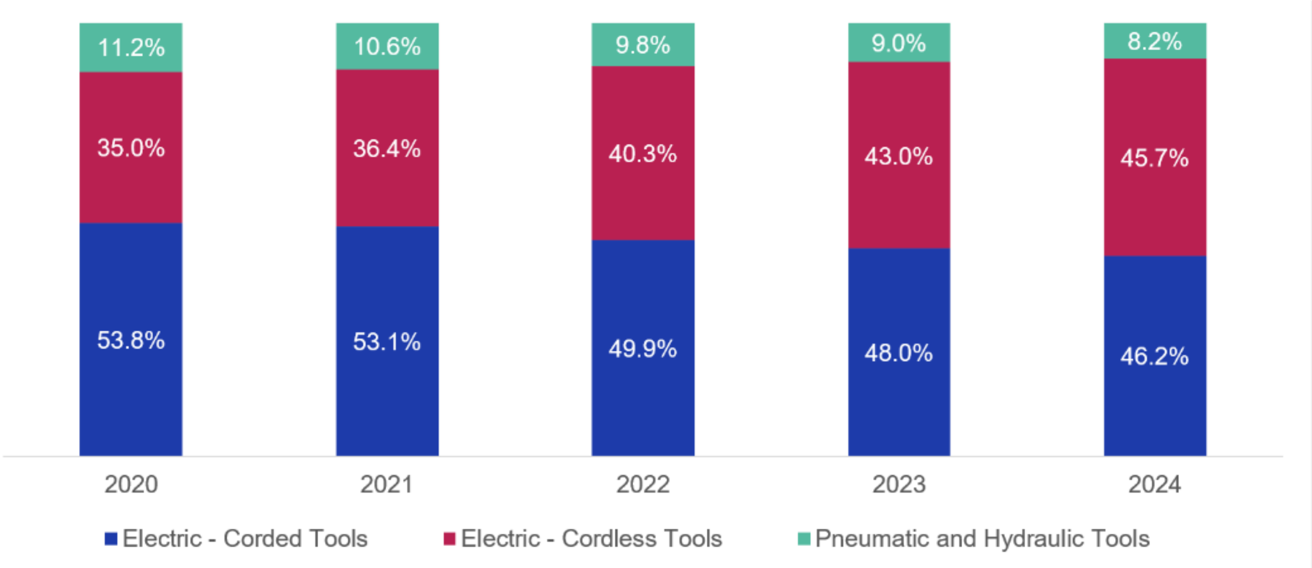
Review of global power tool sales by type (2024)



Source: Nexdigm data

Growth drivers for global power tool industry

Growing DIY Culture: The growing do-it-yourself (DIY) culture has emerged as a notable growth driver for the power tools industry, particularly in developed markets. Driven by a combination of lifestyle changes, increased digital access to YouTube tutorials, step by step guides, and a heightened focus on home improvement.

Advancements in Battery Technology: The development of lithium-ion (Li-ion) batteries marked a major turning point, offering a superior combination of energy density, charge retention, and recharge cycles compared to older technologies. This drives the shift from corded to cordless power tools driven which not only enhanced tool mobility and convenience but also expanded the range of applications across both professional and consumer segments.

Rising Construction and Infrastructure Development: The global surge in construction and infrastructure development has become a key driver of growth for the power tools industry. In emerging economies such as India, Latin America, and parts of Africa, the scale of construction is accelerating rapidly. This is largely supported by robust economic growth and proactive government policies. In contrast, developed markets are prioritizing the renovation and upgrade of aging infrastructure systems. Also, the rise in labor costs in these markets is also expected to increase demand for efficiency-boosting power tools. These efforts combinedly drive the market for power tools globally.

E-commerce Growth: As digital retail channels continue to expand in reach and sophistication, they are reshaping traditional distribution models and significantly broadening market access. E-commerce platforms have made it easier than ever for both individual consumers and small-scale contractors to get access to power tools online, driving the growth of the industry.

Trends impacting global power tool industry

Shift Toward Cordless Tools: Cordless power tools are gaining traction in the market due to improvements in battery technology and growing user demand for flexibility and mobility. Cordless tools offer similar performance compared to corded counterparts due to high-capacity lithium-ion batteries and efficient energy management systems. Combined with smart features such as adaptive speed control, app connectivity, and battery optimization, cordless power tools are becoming the preferred choice across construction, manufacturing, and DIY use cases.

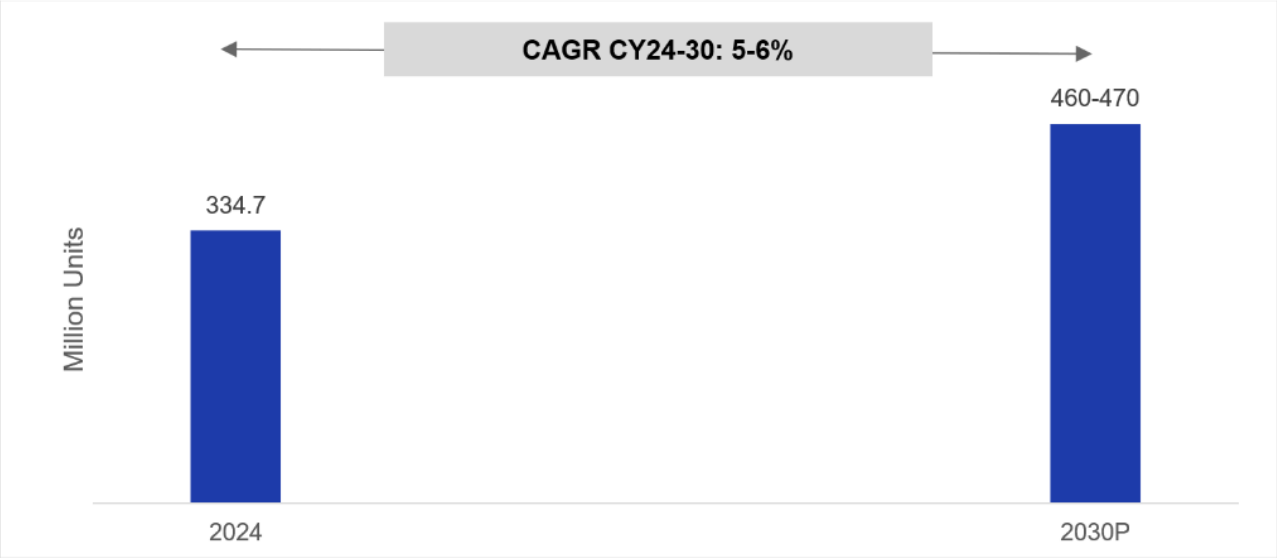
Integration of IoT and AI (smart tools): Power tools are becoming increasingly connected, with many models now equipped with sensors, Bluetooth, and app-based controls that allow for real-time monitoring, diagnostics, and customization. Through companion mobile applications, users can track battery usage, adjust performance settings, receive maintenance alerts, and even geo-locate lost tools. For example, Makita – Auto-Start Wireless System (AWS) which utilizes Bluetooth technology to enable wireless communication between power tools and dust extractors.

Adoption of Brushless Motor Technology: Unlike traditional brushed motors, brushless motors eliminate friction and wear by using electronic circuitry instead of mechanical brushes. This not only extends the life of the tool but also improves energy efficiency, power output, and operational precision.

Global Power Tool Industry Outlook 2024-2030

The global power tools market is expected to reach 460-470 million units by 2030, growing at a CAGR of 5-6%. This expansion is driven by a combination of factors including infrastructure revival, industrial growth, and the rising adoption of power tools across both consumer and professional segments. In the United States, the Infrastructure Investment and Jobs Act has allocated more than USD 1.2 trillion to infrastructure improvements, significantly boosting the demand for industrial-grade power tools.

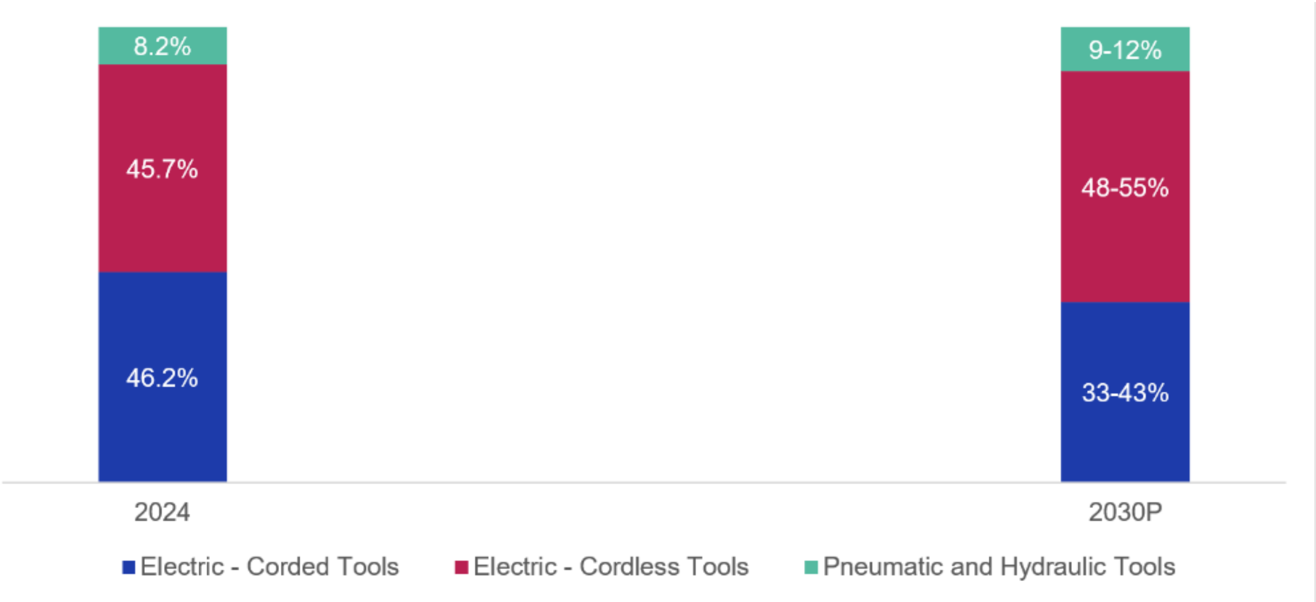
Global power tool outlook (CY2024-30P)



Source: Nexdigm data

On the consumer side, cordless tools are expected to lead the market and are estimated to account for over 48 to 55% of total power tool sales by 2030, supported by continuous advancements in lithium-ion battery technology. Additionally, the rising popularity of DIY activities in developed countries is strengthening residential demand. In the United States, approximately 55% of homeowners regularly undertake DIY projects, contributing to higher sales in the household and semi-professional segments. Pneumatic and Hydraulic tools are expected to account between 9-12% in 2030 from 8.2% in 2024 with the market expected to be driven by increasing industrial automation, the adoption of smart technologies, and the rise of sustainable manufacturing practices. Also, with the growth of industrial manufacturing activities and expected rise in infrastructure development, the need for Pneumatic and Hydraulic tools are expected to grow.

Global power tool outlook by type (CY2024-30P)

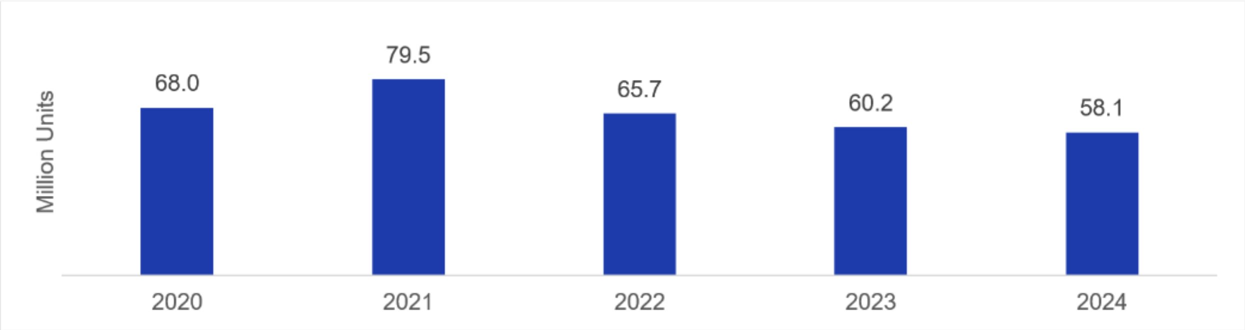


Source: Nexdigm data

Review and Outlook of Global Outdoor Power Equipment Industry

The global Outdoor Power Equipment (OPE) market includes powered machines and tools typically driven by gasoline engines, electric motors, or battery systems, and is used across residential and commercial settings for various outdoor tasks such as lawn care, landscaping, gardening, forestry, and snow management. The sector encompasses a wide range of products, including lawn mowers, chain saws, trimmers, blowers, and other equipment used for outdoor maintenance and landscaping.

Review of the global outdoor power equipment market size (2020-2024)



Note: OPE refers to powered machines and tools designed for various outdoor tasks such as lawn care, landscaping, gardening, forestry, and snow management. These tools are typically powered by gasoline engines, electric motors, or battery systems and are widely used in both residential and commercial applications.
Source: Nexdigm data

The global OPE market grew from 60.5 million units in 2019 to 79.5 million units in 2021, registering CAGR of 14.6%. This period saw significant market expansion driven by rising consumer interest in home improvement and landscaping, especially during the COVID-19 pandemic. With lockdowns and work-from-home policies in place, people spent more time at home, which led to a surge in DIY gardening, lawn care, and outdoor maintenance activities. This behavioral shift fueled residential demand for equipment such as lawn mowers, trimmers, and leaf blowers.

As global per capita income rises particularly in key markets like the US, Europe, India, and China, there is a noticeable surge in interest toward home improvements, landscaping, and the development of green spaces. This trend is directly boosting the demand for outdoor power equipment (OPE) across both residential and commercial sectors. Further, these equipment are used for snow removal in the northern parts of America and Europe to clear snow from sidewalks and driveways. In America, the individuals prefer to maintain their outdoor spaces themselves, driving demand for user-friendly OPE.

Between 2022 and 2024 the global OPE market experienced a slowdown after the strong pandemic-driven growth seen in earlier years. One of the main reasons was market saturation, as many consumers who purchased OPE tools during COVID-19 did not need replacements in the short term, leading to weaker follow-up demand, particularly in the residential segment.

Commercial buyers also held off on large-scale procurement amid uncertainty in construction and real estate sectors owing to macroeconomic headwinds such as rising interest rates, inflation, and global supply chain disruptions. Furthermore, while the push for electric and battery-powered equipment continued, the higher upfront costs and limited battery infrastructure in some regions slowed widespread adoption. These combined factors contributed to a temporary contraction in OPE sales volumes during this period.

Global OPE sales regional split (2024)

In 2024, the U.S held the largest share of the global OPE market at 52.1%, representing more than half of the total market. Also, the U.S accounts for ~90% of the overall North America OPE market. According to US Census Bureau 2023, the house ownerships rates are at around 65%. Thus the higher house ownership rates, widespread large residential lawns, and a mature landscaping industry is driving the market in the US.

Europe accounts for 29.3% of the market in 2024, supported by growing urban gardening trends, and government incentives for zero-emission tools. Germany, France, and the UK lead in battery-powered and robotic mower adoption. Others, including China, India, Southeast Asia, Australia, Latin America, and the Middle East, make up 18.6% of the market in 2024.

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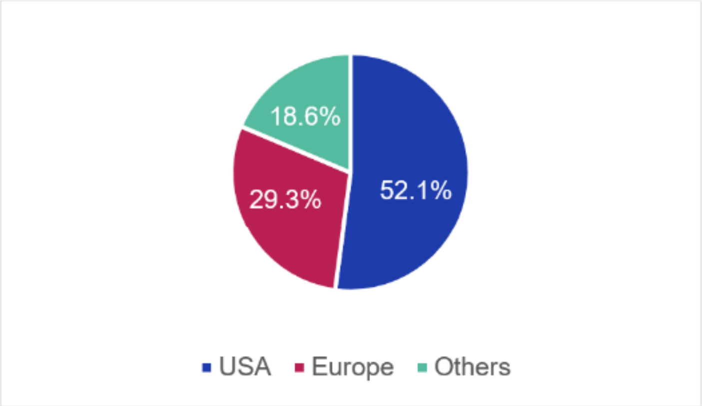
Review of the global power tool sales by region (2024)



Source: Nexdigm data

Growth drivers for global OPE industry

The demand for OPE is driven by a combination of factors, including demographic, economic, environmental, and technological trends.

Increasing suburbanization and urban development: The growth of suburban areas is leading to an increase in lawn care and landscaping activities, driving demand for OPE such as lawn mowers, trimmers, and edgers. Further, rapid urbanization in developing regions is significantly boosting demand for OPE in both public and private sectors. As cities expand, there is increased need for mechanized tools to maintain parks, roadsides, residential complexes, and public spaces. Similarly, countries in Southeast Asia, Latin America, and the Middle East are investing in infrastructure upgrades, green belts, and urban landscaping projects. These developments are creating steady demand for durable, efficient tools in commercial landscaping, municipal maintenance, and construction site clearing.

Increasing demand for convenience and aging population: Both US and European consumers are looking for OPE that is easy to use, maintain, and store, driving demand for convenient and user-friendly equipment. Further, the aging population in the US and Europe is driving demand for easier-to-use and more convenient OPE, such as robotic mowers and automated lawn care systems.

Trends impacting global OPE industry

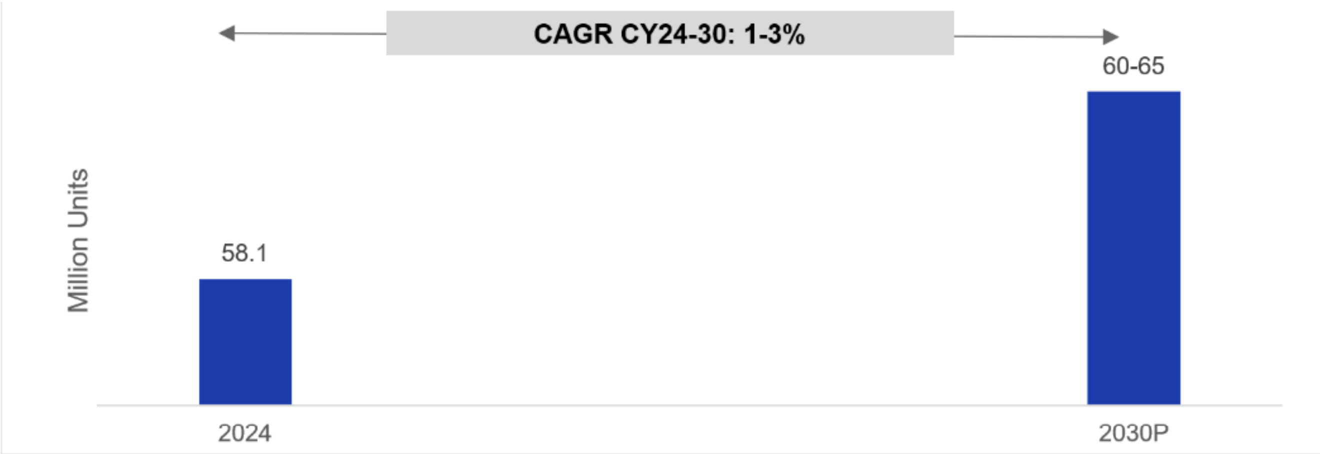
Electrification: The shift from gas to battery-powered equipment is accelerating due to environmental concerns and regulatory mandates. For example, California's statewide ban on new gas-powered lawn equipment starting 2024 is setting the trend globally. Brands like EGO, Greenworks, and Makita are leading the charge, EGO's 56V ARC Lithium battery platform powers everything from chainsaws to snow blowers, while Makita's XGT and LXT lines offer cross-compatible batteries for prosumers and commercial users.

Growth of Robotic and Smart Equipment: Robotic and smart tools are gaining traction as users seek convenience and automation. Husqvarna's Automower, Worx, and Robomow offer app-controlled, GPS-enabled mowers ideal for residential lawns. In the commercial space, brands like John Deere and Toro are integrating IoT and telematics to help professionals monitor, manage, and maintain fleets more efficiently. The Outdoor Power Equipment market is undergoing rapid technological evolution, driven by consumer demand for convenience, efficiency, and sustainability. Leading manufacturers are integrating smart features such as IoT connectivity, GPS navigation, automation, and AI-enabled controls into their products to enhance user experience.

Global OPE outlook (2024-2030P)

From 2024 to 2030, the global OPE market is projected to grow from 58.1 million units in 2024 to 60-65 million units in 2030, registering a modest growth at 1-3% CAGR. This limited growth is primarily due to market maturity in key regions and the high installed base of equipment, especially in North America and Europe, where much of the short-term demand will be driven by replacements rather than new purchases However, sustainability regulations, and smart technology integration will support the market in terms of electrification. Some key challenges include intense price competition, higher upfront costs for electric tools, and slower adoption in cost-sensitive or infrastructure-limited markets such as parts of Asia and Latin America. As a result, the industry is expected to experience value-driven growth, led by premium, low-emission, and feature-rich equipment offerings rather than large volume gains.

Global OPE outlook (CY2024-2030P)



Source: Nexdigm data

Review and outlook of the SEDEMAC specific components

Introduction

SEDEMAC is one of the Indian-origin suppliers who have initiated, introduced, and scaled breakthrough innovations for the industry. SEDEMAC is a technology company specialized in developing control products for engines and powertrains for on-road and off-road applications. Some of the large markets catered by the company at present are Automobiles (Both ICE and EV), Gensets, Power Tools, E-Bikes and Outdoor Power Equipment. SEDEMAC is supplier of control-intensive, critical-to-the-application electronic control units (ECUs) to leading original equipment manufacturers (OEMs) in the mobility and industrial markets in India, as well, as the United States and Europe. Within critical-to-the-application components, SEDEMAC focuses on control-intensive components that are application specific and manage complex systems in real time. Starting off as a lab-based enterprise out of Indian Institute of Technology (IIT) Bombay in 2007, the company has evolved as renowned player in the control technology space. Their product portfolio includes sensor less integrated starter generators, ECUs for fuel injection, motor controller and generator controllers that are mission critical components used to help generate and regulate power.

There are two principal Tier-I supplier categories. The first group comprises companies that acquire proven technologies from global manufacturers with the ability to adapt these designs to serve their customers or who partner with technology companies primarily for technologies and product designs, without significant, in-house R&D capability through a JV. While these suppliers can offer improvements by leveraging externally sourced technology, their capacity for step-change innovation is fundamentally constrained by reliance on third-party and limited in-house engineering resources. The second major group includes suppliers who have had the history of proposing and commercializing new technologies, maintaining full design ownership and often driving technology adoption among OEMs. These organizations possess deep technical capability, capacity to introduce new technology platforms and carry out end-to-end design and development of their products. However, the scale and legacy systems can sometimes inhibit rapid adaptation to customer-specific requirements for suppliers who are dependent on their global parent group. Most of the major technology transformations in these sectors such as the adoption of various critical systems in vehicles or major electrification shifts have largely depended on Tier-I suppliers. SEDEMAC is an Indian tier I supplier with in-house R&D capability and the suppliers selected to provide Tier 1 systems (i.e., direct to OEM production lines) are central to an industry’s technical evolution. Also, supplier agility is typically seen as a significant positive by OEMs.

In the automotive/mobility market, OEMs choose the technologies and core components that define their product architecture. Major changes to core/key technologies do not occur frequently due to the significant effort and time involved in the integration, validation involved at the OEM end. Such transitions are usually triggered by regulatory requirements (for example, emissions, safety or efficiency standards) or could be non-regulatory in nature, driven by OEM or end-user preferences. These changes in the core technologies of the equipment require significant validation and especially in case of non-regulatory changes, there is a significant risk of acceptability from OEMs. As a result, only suppliers with strong R&D capability will be able to initiate or persuade innovation and new technology development. Critical, control technologies and products undergo extensive validation before their commercial introduction. OEMs introducing such solutions invest significant resources in their implementation, integration, and validation, thereby creating a barrier to switching to alternative technologies. Typically, automotive OEMs are highly selective in qualifying suppliers with respect to critical products given the risks of switching suppliers, especially where product reliability is critical. Also, supplier relationships with customers are built on providing innovation through cutting-edge technologies which helps the customers to remain competitive in the market. SEDEMAC is among the few suppliers to have introduced multiple, innovative control intensive technologies to large OEM programs.

With the increasing complexity of powertrains, rising regulatory scrutiny along with the growing consumer demand for efficiency, safety, and connectivity have significantly accelerated the adoption of advanced electronic control solutions within the modern age mobility systems. These electronic control solutions are an integral part for managing everything from engine performance and emissions control to energy storage, electric drivetrains, and remote diagnostics. These solutions are enabled through continuous innovations and development of new technologies. Technology in a simple sense is a way to do something. Technology will be agnostic to products and applications. Technology enables never-seen-before applications or invents a significantly superior way of doing an established job. Once technology is proven, it can transcend geographical boundaries and does not need a linear investment of resources. Proven technologies integrated into a system can become a key differentiator, enabling companies to establish and maintain a competitive edge. This, in turn, can lead to improved market positioning and a strong business foundation, driving long-term success. In the technology space, the first-mover advantage often proves critical as continual improvements, developments create barriers for competitors and other following technologies.

Control technologies are highly application-specific and are engineered to meet the unique demands of different end-use categories. A controls solution typically revolves around an Electronic Control Unit (ECU), which is essentially an intelligent electronic device acting as a brain of the system in which it is integrated into. We are all surrounded by ECUs in our daily lives right from the washing machines, air-conditioners, refrigerators to the vehicles we use. Some of these ECUs are critical to the application i.e. if they fail then the device itself fails to operate. For example, a failure in the ECU which controls an engine of a vehicle will lead to the vehicle coming to a standstill and will need action from someone to get it started again. For markets which are quality centric like the mobility industry, low PPM figures are a key indicator of reliability and scalability. Below are two examples of control technologies:

Engine Control technologies:

Engine control technologies include the ways of controlling engines to meet the performance requirements (Power, Emissions, Fuel Efficiency etc.). These are typically met by the Engine control Unit (ECU) via control of Air-Fuel ratio, Fuel injection quantity, Ignition timing etc. based on the information available through the sensors in the system (e.g. Throttle position sensor (TPS), Manifold air pressure sensor (MAP), Temperature sensors etc.).

With the changes in regulatory norms, on-board diagnostics, learning mechanisms to adapt to flex fuels etc. are increasingly added as features in the ECUs.

Motor Control technologies:

Motor control technologies include the ways of controlling motors / electric machines to meet the performance requirements (Torque / Speed). These are typically met by the Motor control Unit (MCU) via control of the phase voltages / currents through the motor.

Overview of the SEDEMAC specific components

SEDEMAC specializes in developing novel control technologies across various segments in both the automotive and non-automotive sectors. The company develops critical-to-application control products (mission critical control products) that are essential to control and optimize numerous function/factors of a vehicle operation, requiring high levels of reliability and performance. Critical-to-the-application components are those without which a piece of equipment cannot fulfil its primary function for the end user. For example, an engine ECU (electronic control unit) is indispensable for the mobility of an engine-powered vehicle; if it fails, the vehicle will not move. In contrast, components like dashboards, though important, are not fundamental to the main function. SEDEMAC supplies critical-to-the-application electronic components and systems to leading original equipment manufacturers, including those in established and stable markets where the supplier ecosystem and underlying technologies tend to change infrequently

In the automotive sector, their product portfolio includes integrated starter generator controllers (ISG) and electronic fuel injection (EFI) ECUs for ICE powered two-wheelers and three-wheelers. Additionally, they offer motor and motor controllers for e2W, e3W, eLCV and e-bikes. Beyond the automotive sector, the company caters to the power tools and generators (genset) industry, providing genset controllers and EFI ECUs for gensets, as well as motor controllers for battery-operated/cordless power tools.

Control Products	2W/3W ICE	2W/3W EV	LCV EV	E-bikes	Genset	Power tools
ISG	Y					
EFI ECU	Y					
Motor control unit (MCU)		Y	Y	Y		
Motors		Y				
Genset controllers					Y	
EFI ECU					Y	
Motor control unit (MCU)						

Y = Commercialized Technology/Products

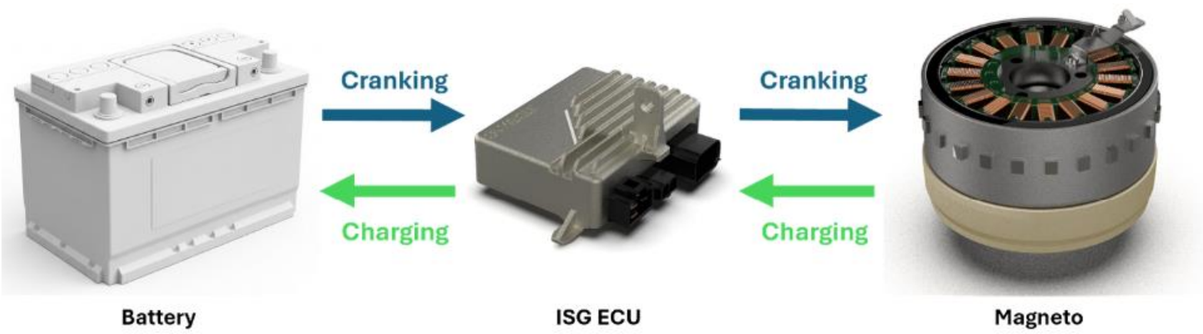
Control products for ICE powered 2W & 3W

The 2W and 3W ICE segments have witnessed significant growth in recent years, driven by increasing demand for affordable and efficient transportation solutions. As industry continues to evolve, the integration of electronic and electrical products has become a key focus area for manufacturers. The 2W and 3W ICE segments have traditionally been dominated by mechanical systems. However, with the increasing need for improved performance, safety, and efficiency, manufacturers are now incorporating advanced electronic and electrical products into their vehicles. Some of the key drivers of this trend include emission regulations, safety requirements, performance needs, connected mobility and electrification. Some of the key electronic and electrical products that are gaining traction in the two-wheeler and three-wheeler ICE segments include Electronic Fuel Injection (EFI), Anti-lock Braking Systems (ABS), Combi brake system (CBS), telematics and others. The integration of electronic and electrical products in two-wheelers and three-wheelers is a growing trend that offers several benefits, including improved performance, reduced emissions, and enhanced safety.

Integrated starter-generator (ISG) Controller/ECU

A conventional 2/3 wheeled engine powered vehicle has two electrical machines – one machine (starter motor) to crank/start the engine and another (alternator) to charge the battery when the engine is running. The alternator, commonly referred to as ‘Magneto’ in the 2W/3W industry, is crankshaft mounted and thus directly coupled to the engine.

The Integrated Starter-Generator (ISG) technology eliminates the conventional starter motor and components of its assembly by using the electric machine, otherwise used as an alternator alone in starter motor system-based vehicles, also as a motor to crank/start the engine. The working of the electric machine as a motor at start and as a generator subsequently is enabled by an ISG controller/ECU. During engine starts, the ISG ECU helps convert electrical energy to mechanical energy as it actuates the electrical machine which in turn rotates the engine while the engine runs. ISG ECU helps use the electrical energy converted by the Magneto from the engine’s mechanical energy to charge the battery and is critical to the application as the vehicle may not be able to start (crank) or charge the battery once started and lead to degraded performance if the ISG ECU fails to function properly.



Energy Conversion in an ISG system
Image source: SEDEMAC

The associated benefits include users experiencing silent, quick and reliable starts. Benefits to OEMs include improved system robustness through component elimination. ISG systems can also enable features like idle start-stop improving fuel efficiency and torque assist which can improve the rider experience. These benefits have propelled the ISG adoption from 0% in Fiscal 2018 to around 36% in Fiscal 2025 in the Indian domestic 2/3 wheeled vehicles.

Sensor vs sensor-less ISG

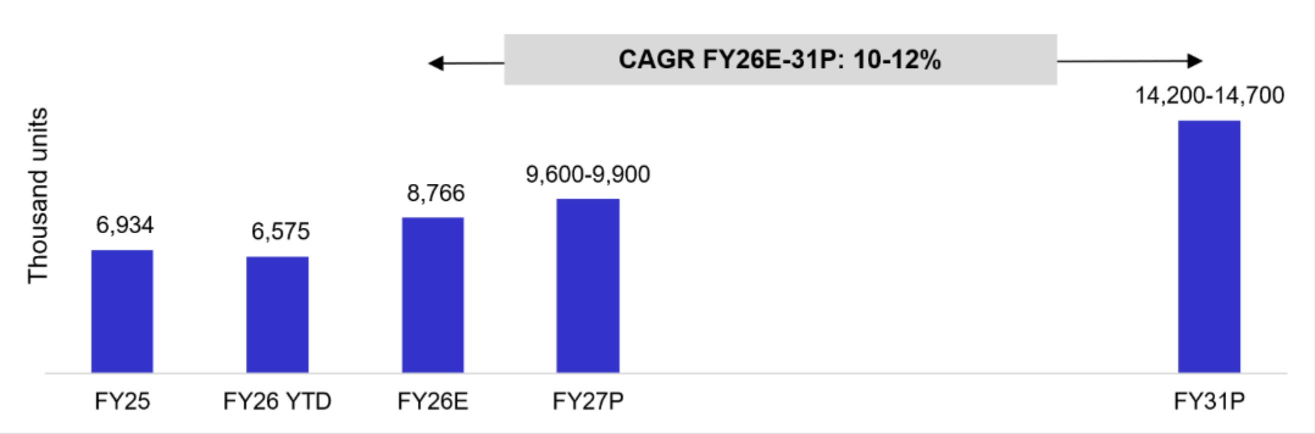
The magnetos used in the vehicular systems have a permanent magnet-based rotor and a stator. These types of brushless machines require commutation – i.e. determining which stator coils to excite based on the information of the position of the stator with respect to the rotor. This is generally done with the help of physical sensors (hall effect-based sensors mounted on the stator). Temperature, dust, sometimes oil (if the crankcase is wet) will be present in the environment where these hall effect sensors are assembled which can cause failures of these sensors and in turn lead to loss of control of the magneto and then the vehicle itself. Most of the motorcycles today are built in with oil-dipped magneto.

Whereas Sensor-Less Commutation (SLC) technology, can control motors without the hall effect sensors in low speed, high torque applications including ICE vehicles as well as electric. wet (oil dipped) magneto is a common configuration in motorcycles and is one of the most prominent failure modes in electric machines with hall effect sensors. Thus, the use of sensor-less technology/commutation eliminates the chances of failure, thereby improving reliability which is otherwise possible in sensor-based technology. SEDEMAC the first company in India to develop, design and manufacture sensor less commutation (SLC) based ISG ECUs for 2W and 3W internal combustion engine (ICE) powered vehicles.

Review and outlook of ISG ECU for 2W and 3W ICE Segment, Fiscal 2025-2031P

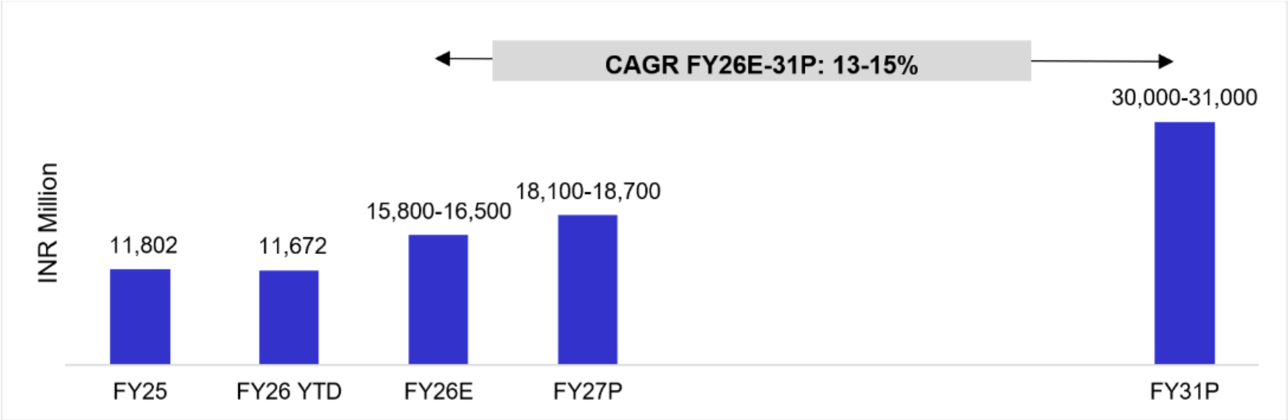
Segment	Component	Market	Channel
2W and 3W	ISG	Domestic	OE

ISG ECU in ICE vehicles market size (volume), domestic (Fiscal 2025-2031P)



Source: CRISIL Intelligence

ISG ECU in ICE vehicles market size (value), domestic (Fiscal 2025-2031P)



In Fiscal 2025, close to ~7 million vehicles sold in India had ISGs, which is more than 35% of the total ICE 2W and 3W sales. Key suppliers of ISG are SEDEMAC, Shindengen, and Denso. SEDEMAC supplies sensors less ISG solutions whereas most of the others have sensors in them. SEDEMAC holds ~35% market share on domestic ISG ECU market for 2W and 3W combined (in terms of volume) and are among the top 4 players in Fiscal 2026 YTD. The penetration of ISG has grown in the domestic market with models like TVS Jupiter, TVS Ntorq, Honda Activa, Honda Shine and Suzuki Burgman migrating to ISG. The demand for ISG is driven by growing technological advancements and the need for advanced control solutions in vehicles. Technological advancements are giving rise to products that are more efficient, compact and offer improved performance. ISGs are more efficient, and compact compared to traditional starter motor set-up, making them an attractive option for two-wheeler and three-wheeler manufacturers. Further, fewer moving parts compared to traditional starter motors and generators, resulting in lower maintenance costs and increased reliability. Also growing demand for more powerful vehicles, particularly in the premium segment, is driving the need for more efficient and compact power generation solutions like ISGs.

ISGs offer improved performance, including faster starting, smoother operation, and reduced vibration, which is driving their adoption in the two-wheeler and three-wheeler segments.

The market for ISG is valued at ₹ 11,672 million in Fiscal 2026 YTD and is expected to reach ₹ 30,000-31,000 million by Fiscal 2031 growing at a CAGR or 13-15%. The volumes for ISG are expected to reach 14,200-14,700 thousand units by Fiscal 2031, from over 6,500 thousand units in Fiscal 2026 YTD. The penetration of ISG is expected to surpass 50% by Fiscal 2031 in the ICE segment driven by the growing adoption of ISG in the new and existing models. Attractive features like idle start-stop, and improved performance make it an ideal choice for premium vehicles. Technology is also expected to make in-roads into the mass market segments also, where this could be offered as a choice of variant. Further, on-going innovations in the control unit front, where bundled solutions are offered as a single unit for multiple controls can further drive the adoption of ISG as integrated units in the 2W and 3W segment.

ECU for Electronic Fuel Injection (EFI)

Vehicular mass emission norms have gone through significant revisions over the last few years. The relevant regulatory landscape shifts like the introduction of Bharat Stage VI (BS VI) emission norms in India from April 2020 and fuel efficiency improvement mandates have led to wide, 100% adoption of the EFI technology within the Indian 2W/3W industry.

Similarly, the adoption of stricter emission norms in the genset industry, is driving the adoption of EFI in the genset industry. EFI can improve the reliability of starts irrespective of the ambient temperature and pressure without having to rely on seasonal setting modifications and can also provide better fuel efficiency.

An EFI Electronic Control Unit (ECU) in an Electronic Fuel Injection (EFI) system is a controller that in real time monitors the system, governs fuel delivery and engine operations based on data from various sensors. It controls the quantity and timing of the fuel injection into the engine cylinders and ignition of the mixture within the engine cylinder through an electronic spark. The ECU can also provide adherence to on-board diagnostics (OBD) regulations which aid the service centers to debug and resolve problems in the vehicular system. It is thus critical to the application as the engine will not function leading to vehicle being immobile if the EFI ECU fails to function properly. Key suppliers of EFI ECU in the 2W/3W space are SEDEMAC, Astemo, Bosch, Vitesco, Varroc-Dellorto, Marelli, Mikuni among others.

The development of complex technologies, such as ECUs, has led suppliers to employ diverse strategies. Some companies opt to develop these products entirely in-house, overseeing every stage from research and design to assembly. In contrast, others form partnerships with domestic or international suppliers, either through joint ventures or technology licensing agreements, to access the necessary expertise and support for production.

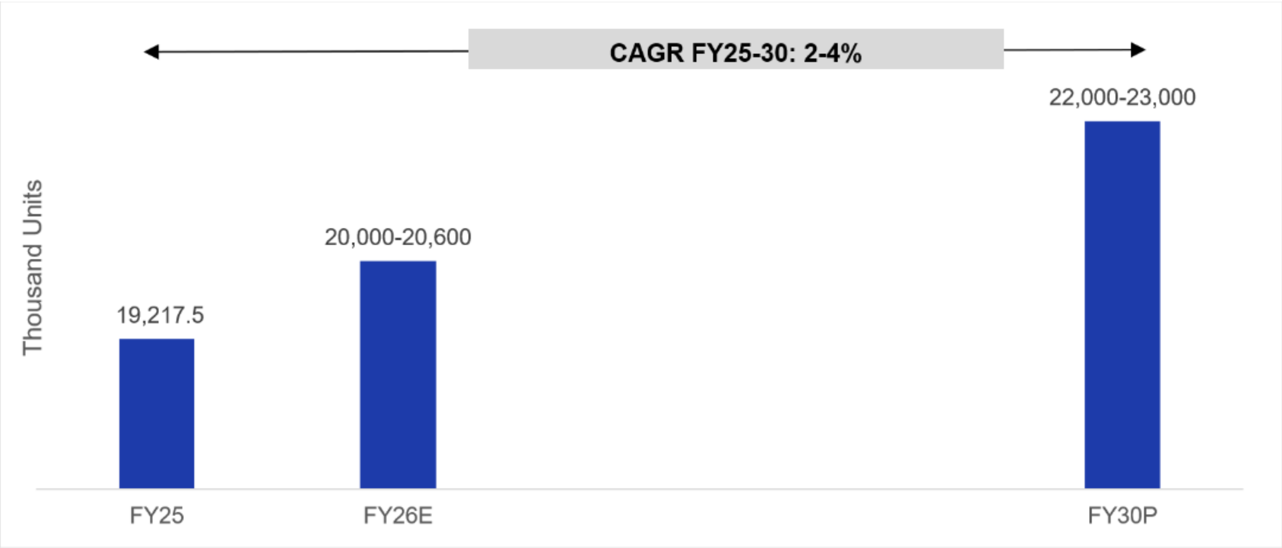
Image source: SEDEMAC

Review and outlook of EFI ECU for 2W and 3W ICE Segment, Fiscal 2025-2030P

EFI ECU is applicable for all on-road vehicles including 2W and 3W owning to the BS VI regulation mandating the use of EFI since Fiscal 2021.

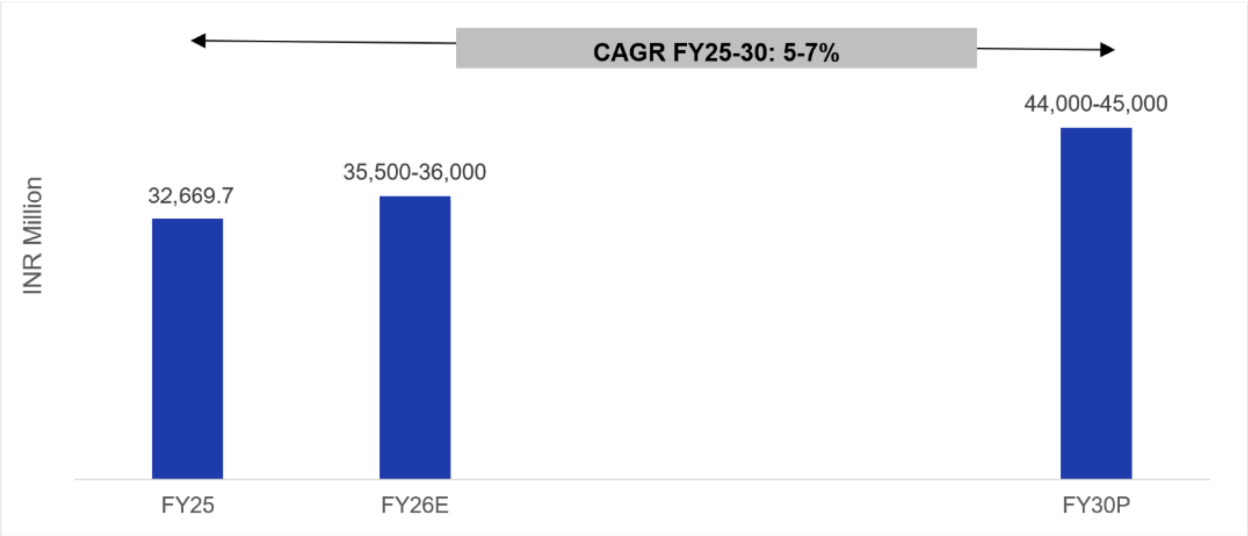
Segment	Component	Market	Channel
2W and 3W	EFI ECU	Domestic	OE

EFI ECU in ICE vehicles market size (volume), domestic (Fiscal 2025-2030P)



Source: CRISIL Intelligence

EFI ECU in ICE vehicles market size (value), domestic (Fiscal 2025-2030P)



Source: CRISIL Intelligence

The market for EFI ECU was valued at INR 32,669.7 million in Fiscal 2025 and is expected to reach INR 44,000-45,000 million by Fiscal 2030 growing at a CAGR of 5-7%. The penetration for EFI ECU is 100% in domestic 2W and 3W market owning to the mandate of EFI since Fiscal 2021 due to BS VI regulations.

ISG+EFI Integrated ECU:

The integration of electronics offers a cost advantage for OEMs, making it a preferred approach. By consolidating components, OEMs can reduce the number of parts to be maintained during series production, while also optimizing the available space within the vehicle. Examples of such integration include the combination of Vehicle Control Units (VCUs) with Motor Control Units (MCUs) and the development of Integrated e-Axles, which streamline vehicle design and production.

One such integrated solution that could drive the ISG adoption is the ISG+EFI ECU combination. Since an EFI ECU is used in almost all 2W/3Ws sold in India, integrating the EFI with ISG provides both the functionalities at a reduced cost to the OEM. SEDEMAC sensorless ISG, ISG+EFI ECUs, are installed on more than 9.2 million small engine two-wheeler/ three-wheeler (2W/3W) from Fiscal 2018 to Q3 Fiscal 2026 used in India and company is amongst the key suppliers to OEMs.

Very few companies in the world have an integrated ISG+EFI for the 2W/3W market. Key suppliers of offering integrated ISG and EFI controllers are SEDEMAC, Shindengen and Astemo.

Image source: SEDEMAC

Review and outlook of global control products for ICE vehicles (EFI and ISG)

The ASEAN market is a critical hub from two-wheelers, with countries like Indonesia, Vietnam, Thailand Malaysia and Philippines having enormous two-wheeler and three-wheeler populations. Historically, these markets were dominated by carbureted engines due to cost effectiveness and simpler technology. However, the increasing urbanization, rising pollution concerns and the adoption of stricter emission standards, the region is embracing more advanced technologies including EFI and ISG.

Globally, countries have been progressively tightening their emission standards and as a result EFI has become a requirement for new vehicles to meet these stricter limits. Markets including Japan, Europe., US and India have stringent emission norms, making EFI indispensable for compliance. For example, Europe follows the Euro 5 for L category vehicles mandatory from 2021. While the regulations do not mandate EFI, the precision in fuel delivery, the need for closed-loop control, the ability to meet PM limits and the requirements for sophisticated OBD systems mean that EFI is necessity to comply with Euro 5. Leading manufacturers including Ducati and Vespa have transitioned to using EFI. China has also rapidly advanced its national emission standards for two-wheelers and three wheelers. China VI implemented from 2018, aligns with Euro 5 levels of pollutants. China VI standards include strict limits of CO, HC, NOx, and PM along with OBD systems. These requirements make it extremely difficult to use carburetors and hence EFI is becoming the prevailing technology. Similarly, many ASEAN countries are adopting or moving towards Euro 4 and Euro 5 equivalent standards. As these countries aim to tackle air pollution, they are progressively tightening their emission regulations. The move to Euro 4 or Euro 5 equivalent standards inherently means that EFI is the only viable technology to meet the required emission reductions. For example, emission norms in Malaysia are aligned wit Euro 4 levels and EFI is available in the top models of the country. Similarly, Vietnam, Indonesia, Thailand and Philippines are following similar trends, with new models increasingly featuring EFI to comply with national regulations.

As manufacturers introduce advanced models and features to attract customers, ISG is seen as a premium and desirable technology. The silent and smooth start offered by ISG enhances the overall riding experience. Honda has been a major driving force behind the adoption of ISG (which they market as ACG starter) in the ASEAN market. They were among the manufacturers to widely introduce idle start-stop systems in their scooters in the key ASEAN market like Thailand, Indonesia and Vietnam. Honda’s strategy to democratize this technology by introducing it to high volume commuter models, not just premium models has made the ISG equipped scooters accessible to broader consumer base. Similarly, Honda’s eSP engine architecture integrates the ISG and EFI technologies, has become a cornerstone of their modern two-wheeler line-up. Honda introduced ISG in popular models like Beat, Vision, SH series, and Scoopy in ASEAN. Yamaha has also been a significant player in bringing ISG technology to the ASEAN market through their SMG system. Similar to Honda’s eSP, Yamaha’s Blue Core engine philosophy often incorporates ISG to achieve goals of fuel efficiency. Yamaha has introduced ISG in popular models such as the Aerox and NMAX in ASEAN. Honda and Yamaha together dominate the ASEAN market (Thailand, Vietnam and Indonesia) contributing to over 75% of the total sales and many of their top selling models have ISG.

Other Products

Voltage Regulator Rectifier (VRR)

As mentioned earlier, a conventional 2/3 wheeled ICE vehicle has two electrical machines – one starter motor to crank/start the engine and second, alternator to charge the battery when the engine is running. This generator also commonly referred to as ‘Magneto’ in the 2W/3W industry, which is crankshaft mounted and thus directly coupled to the engine.

The electrical energy generated by the magneto when the engine is running is alternating, unregulated and varying with the engine speed making it unsuitable for charging the battery as is. Thus, in such vehicles, there is a need of a device which can rectify (convert AC to DC) and regulate (stabilize) this voltage from the magneto to be able to charge the battery. These sorts of devices are called Voltage Regulator and Rectifiers (VRRs). Depending on the type of magneto, VRRs can be 1-ph or 3-ph compatible. In the domestic market, key suppliers include SEDEMAC, Flash, Napino, Shindengen and INEL.

Image source: SEDEMAC

Other Controllers

Other key controllers used in the ICE 2W/3W include engine control unit, Transistor Controlled Ignition (TCI) controllers, Turn indicators (Flashers), Gas Level Indicators for CNG vehicles etc.

Controllers for engine powered Commercial Vehicles (CVs)

Aftertreatment Control Module (ACM):

In diesel engines especially larger ones, there is a need for an aftertreatment system to be able to process the harmful gases from the engine before releasing them to the atmosphere. With the BS-VI regulatory norms, this aftertreatment system has become active and mandatory in all diesel engine-based vehicles sold in India.

In this system, an ACM monitors the system through the sensors and electrical signals available and actively regenerates the selective catalytic reduction (SCR) catalyst by dosing-controlled quantities of AdBlue fluid in the SCR. This controller also monitors the diesel particulate filter and when it clogs, the ECU commands injection of some diesel fuel directly in the DPF line and burns the clogging out. This is critical to the system controller which if failed, will lead to additional emissions and harmful gases being released to the environment.

Image source: SEDEMAC

Control products for Electric Vehicles (EVs)

Motor Control Unit (MCU)

A Motor Control Unit (MCU) is a type of electronic control unit (ECU) that controls the operation of an electric powertrain (motor) in an electric vehicle. For small EVs, its electronic architecture is very similar to that of the Integrated Starter-Generator (ISG) controller, both of which act as inverters.

In an EV, the MCU plays a vital role by interfacing with various sensors and controllers to regulate the electric motor's operation. It continuously monitors crucial system parameters such as temperature, current, and voltage to ensure optimal motor performance and prevent potential issues. As a critical component of every electric vehicle, the MCU manages the flow of electrical energy to the motor, precisely controlling its speed, torque, and direction to deliver efficient and reliable operation. Motor controllers vary in voltage, power, and current capabilities, and can be broadly categorized as follows:

Vehicle class	Rated Voltage (V)	Rated current (A rms)	Peak current (A rms)	Peak power (kW)
2W	48/72	30~110	100~320	1.5~5
3W	48/72	110~200	320~400	7~10
LCVs	48/72/96/144	150~250	350~500	10~30
PV	336	75~200	150~400	30~100
Buses / Trucks	540	200~400	300~700	150~300

Motor Control Units (MCU) are also used to control auxiliary electric motors such as those for power steering, HVAC blowers, fuel pumps etc.

MCUs are used in motor powered vehicles such as electric bicycles (eBike), electric two-wheeler (e2W), electric three-wheeler (e3W) and electric light commercial vehicle (eLCV) and e-buses applications at present. Currently, all MCUs used for traction application in EVs use information from some sort of physical sensor to perform commutation. However, similar to ISG, these can also migrate to sensor-less technologies in the near future. Key suppliers of MCU in the smaller EV space (e2W/3W. e-bike etc) are SEDEMAC, Sterling-GTake, Bosch, Vitesco, Varroc and others.

Image source: SEDEMAC

Integrated MCU+VCU for e-bikes

As observed in the case of EFI + ISG ECU, integrated units offered various benefits to OEMs including cost and reducing the overall number of components.

An MCU-integrated Vehicle Control Unit (VCU) for e-bikes combines the functionality of a Motor Control Unit (MCU) and a VCU into a single integrated unit, streamlining control and communication within the e-bike's electrical system. The key suppliers include SEDEMAC ASI and GTake.

Image source: SEDEMAC

Review and outlook of MCU for 2W and 3W EV Segment, Fiscal 2025-2030P

Control products for EVs include motors and MCU used in the 2W and 3W segments. Motors and MCU are present in all EVs sold in India as traction motors drivers the vehicles and MCU units helps in regulation the operation of motors.

Segment	Component	Market	Channel
e2W and e3W	Motor control unit (MCU) and motors	Domestic	OE

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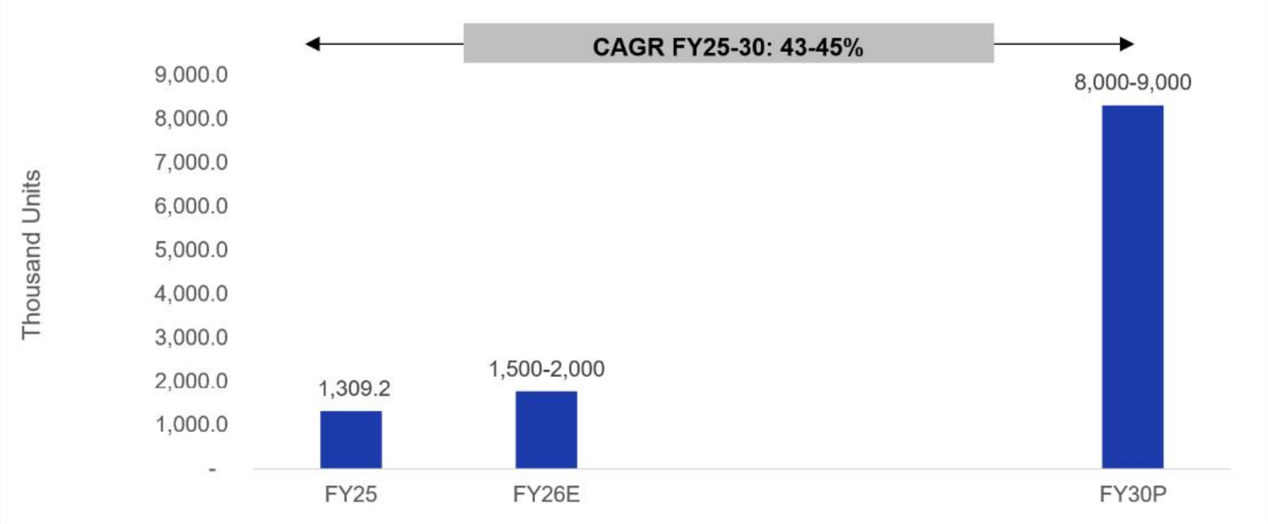
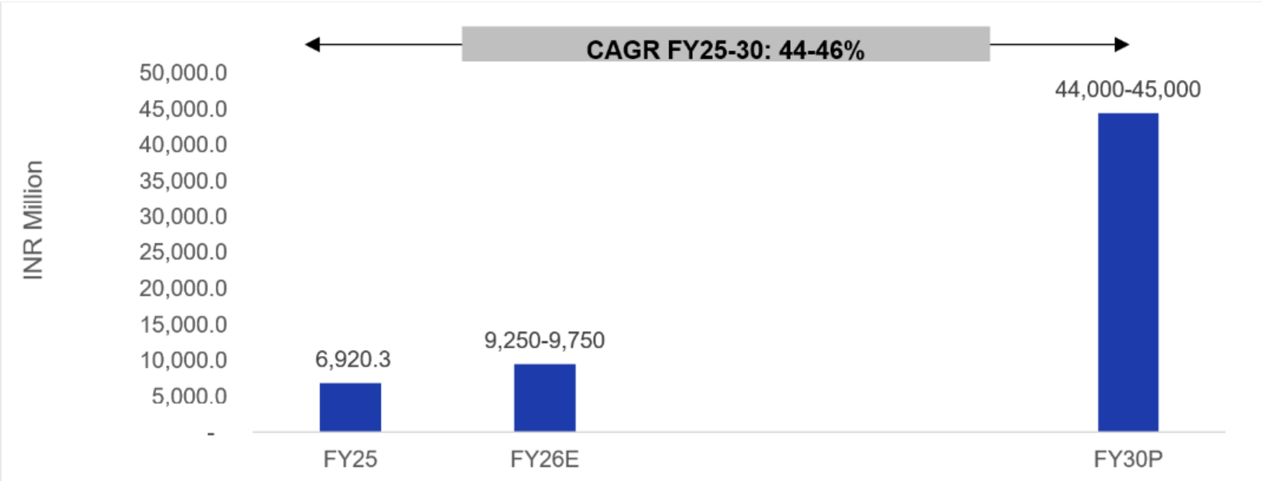
MCU in EVs market size (volume), domestic (Fiscal 2025-2030P)



Source: CRISIL Intelligence

MCU in EVs market size (value), domestic (Fiscal 2025-2030P)



Source: CRISIL Intelligence

The market for motor controllers was valued at ₹ 6,920.3 million in Fiscal 2025 and is expected to reach ₹ 44,000-45,000 million by Fiscal 2030 growing at a CAGR of 44-46%. The volumes for motor controllers are expected to reach 8,000-9,000 units, growing at a CAGR of 43-45%. These components play a critical role in powering and controlling the vehicle's electric propulsion system. With the growing adoption of electric vehicles (EVs) in India, the importance of these components has increased, and government have proposed various initiatives including PLI and PMP schemes to boost domestic manufacturing capability. The growth of these components would be directly proportional to the growth of EV market as these are critical components for the EV powertrain. Any fluctuation in the EV uptake or the associated regulations would directly impact on the market for these components.

Motors

Electric Vehicles use motors for propulsion by converting electrical energy from batteries into mechanical energy. The major types of motors used in e-bikes, e-scooters, low-speed e2Ws and e3Ws include Brushless DC Motor (BLDC), Permanent Magnet Synchronous Motor (PMSM) and are either hub mounted, or mid drive mounted with a mechanism to transfer torque to the wheels. The motor selection depends on the vehicle type, required torque, thermal management, efficiency goals, cost constraints and other factors.

Brushless Direct Current (BLDC) motor

The BLDC motor consists of a rotor with permanent magnets, a stator with windings, and a motor controller that regulates the current flowing through the windings. The motor controller uses sensors to detect the position of the rotor and adjust the current accordingly, causing the magnetic field in the stator to interact with the magnetic field from the rotor and generate torque for propulsion of the vehicle. It works by using electronic commutation to control the current flowing through the winding, eliminating the need for brushes used in traditional DC motors. BLDC motor offers high efficiency and reliability. Additionally, the BLDC motor has a high-power density. Like the PMSM motor, they too require rare earth magnets.

Permanent Magnet Synchronous Motor (PMSM):

PMSM works by utilizing the interaction between the permanent magnets mounted on the rotor and the electromagnets on the stator to generate torque that propels the vehicle. It has a rotor with permanent magnets, windings on the stator and motor controller that regulates the current flowing through the windings. The motor controller sends current to the stator windings, which creates a magnetic field that interacts with the magnetic field of the rotor. This interaction creates torque that rotates the rotor, propelling the vehicle.

PMSM is the most widely used motor in electric vehicles due to its high efficiency as the use of permanent magnets eliminates the need for copper winding in the rotor, thereby reducing losses and increasing the efficiency of the motor. Also, the absence of torque ripples results in less noise during the operation. High-performance motor control provides smooth rotation over the entire speed range of the motor, fast acceleration & deceleration, and full torque control at zero speed. Additionally, the PMSM has a high-power density. However, it requires a motor controller, which can increase the cost and complexity of the system. Also, they rely on permanent magnets which are usually rare earth magnets like neodymium, dysprosium, and samarium that are expensive and imported by India. These magnets are subject to demagnetization over time, thereby reducing the efficiency of the motor.

Key suppliers of motors are Bosch, Nidec, Sona Comstar, Lucas TVS, Bafang, Yamaha and others.

eBike Hub Motor

Image source: SEDEMAC

Rare earth magnet-free motors

Rare earth magnets have been a crucial component in the development of high-performance electric motors, particularly in applications such as electric vehicles. However, the increasing demand for rare earth elements (REEs) and higher import dependency has raised concerns over supply chain security, and material costs. In response, manufacturers have been exploring alternative motor designs that eliminate the need for rare earth magnets. This strategic shift is aimed at reducing reliance on imported REE, lowering costs and mitigating supply chain risks. Key developments in this aspect include development of rare earth magnet free motors which uses ferrite based permanent magnets and motor technologies that eliminate the need of magnets. While challenges remain, ongoing research and development are expected to drive innovation and commercialization of these alternative motor technologies. Rare earth magnet-free motors offer a promising solution to reduce dependence on critical materials, improve sustainability, and increase design flexibility.

Review and outlook of Motors, Fiscal 2025-2030P

Segment	Component	Market	Channel
e2W and e3W	Motors	Domestic	OE

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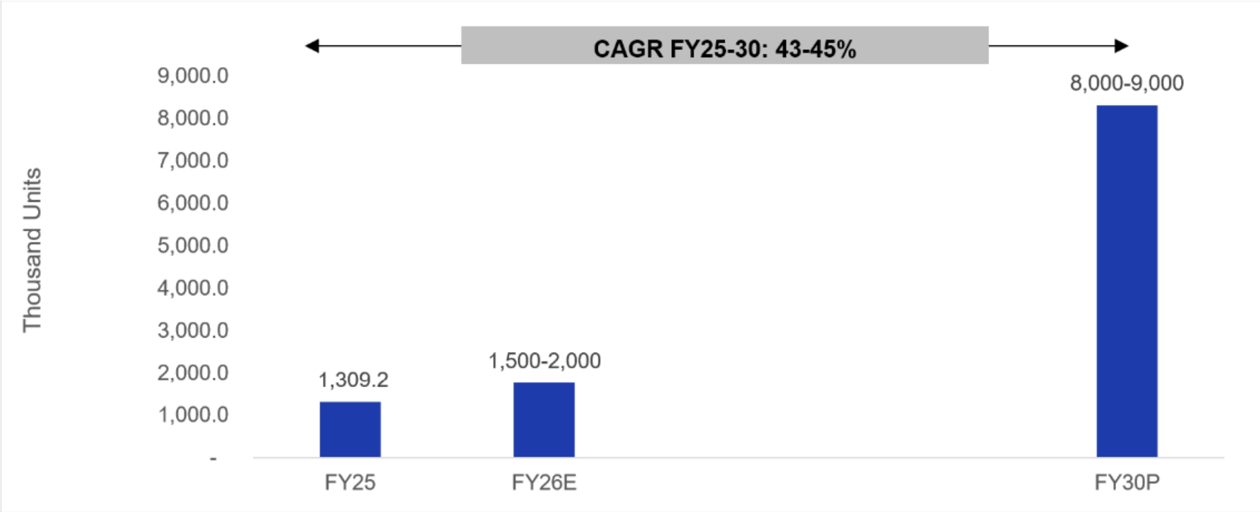
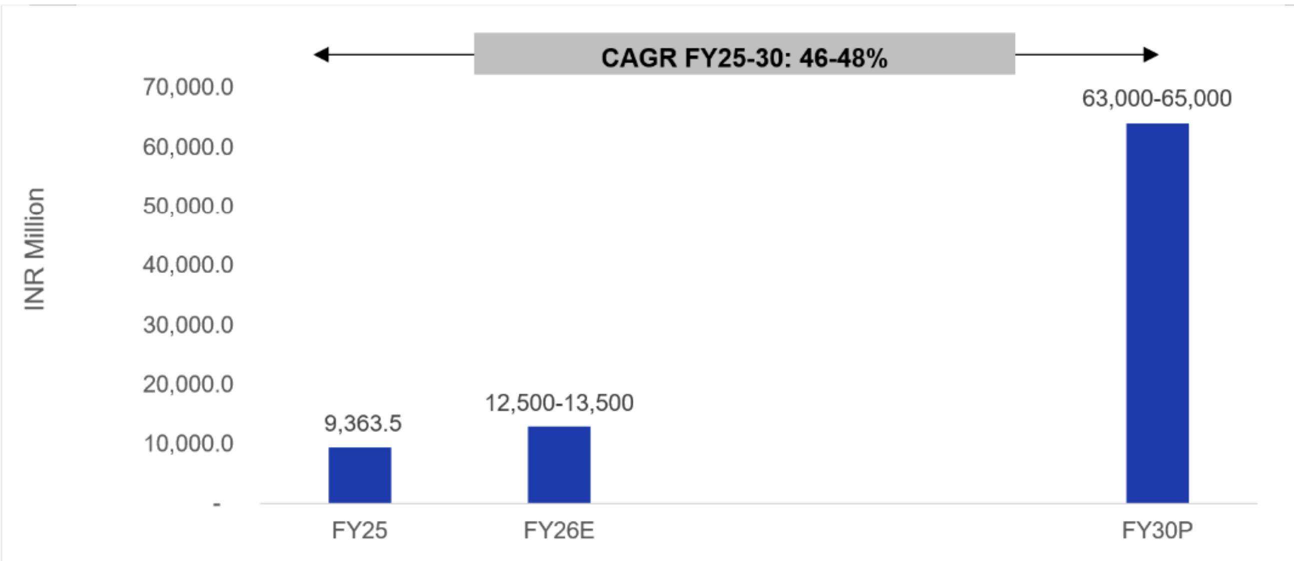
Motors in EVs market size (volume), domestic (Fiscal 2025-2030P)



Source: CRISIL Intelligence

Motors in EVs market size (value), domestic (Fiscal 2025-2030P)



Source: CRISIL Intelligence

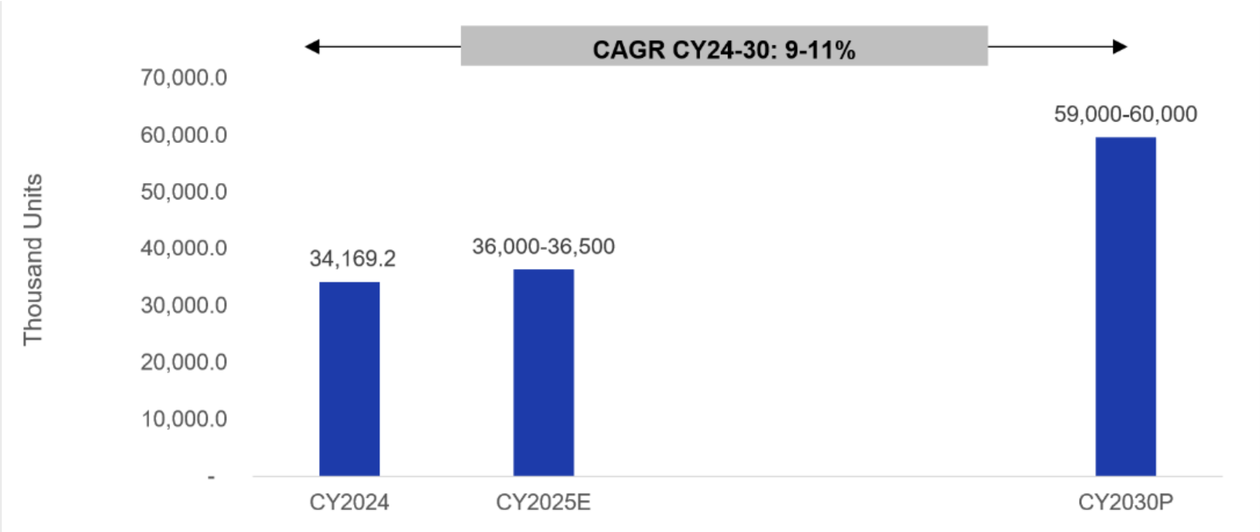
The domestic market for motors was ₹ 9,363.5 million in Fiscal 2025. The market is expected to grow at a CAGR of 46-48% between Fiscal 2025 and Fiscal 2030 to reach ₹ 63,000-65,000 million by Fiscal 2030. Motor is the driving unit of an EV. In the motors market, there are mid-drive and hub motors, Basis the OEM preference, the type of motors used in the vehicle might vary. Although we are still dependent on imports of raw materials, especially permanent magnets made from area earth elements, for many of other parts, we have achieved a minimum level of localization aided by government support through various schemes including PMP, PLI and FAME. To reduce the dependance on imports, many companies including SEDEMAC, Ola Electric, Chara Technologies, Sterling Gtake E-Mobility, Ather Energy have started working on the rare earth magnet free motors.

Domestic electric two-wheeler sales are expected to log a 45-50% CAGR from Fiscal 2025 to Fiscal 2030, and e-two-wheeler penetration is expected to cross 20% by Fiscal 2030, supporting market for EV-based components. Major OEMs are already in the process of developing electric vehicles in-house or acquiring stakes in existing electric vehicle start-ups to diversify their offerings. The overall e-3W market has grown at a significant 33% CAGR between Fiscal 2018 and Fiscal 2023; and is expected to grow at 12-15% CAGR between Fiscal 2025 and Fiscal 2030 to reach 35-40% penetration in Fiscal 2030. e-3Ws with high assured utilization rates are more profitable for businesses, as they become economical to operate at higher utilization. E-commerce giants prefer e-rikshaws for clean and economical last-mile connectivity. This e-three-wheeler sub-segment, which sells passenger-transporting e-autos and cargo-carrying three-wheelers, continues to witness strong growth owing to the sustained demand for passenger transportation and from last-mile operators for e-commerce applications, food deliveries and other applications.

Control products for electric vehicles, global, 2024-2030P

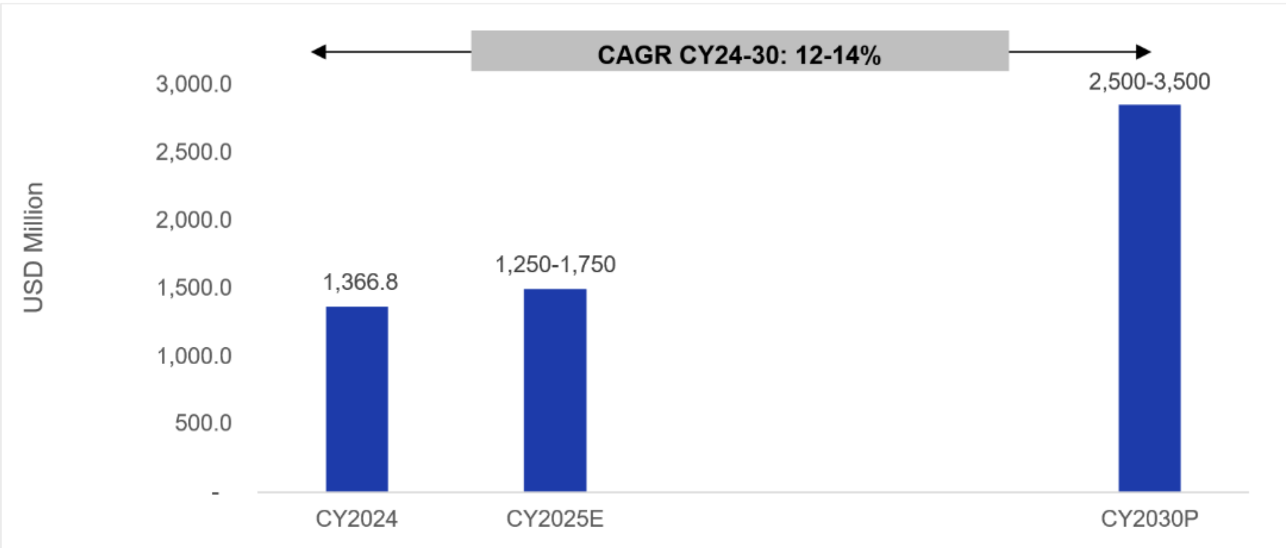
Motor controller for e-bikes, global, 2024-2030P

Market size for motor controllers in e-bikes (volume), global (2024-2030P)



Source: CRISIL Intelligence

Market size for motor controllers in e-bikes (value), global (2024-2030P)



Source: CRISIL Intelligence

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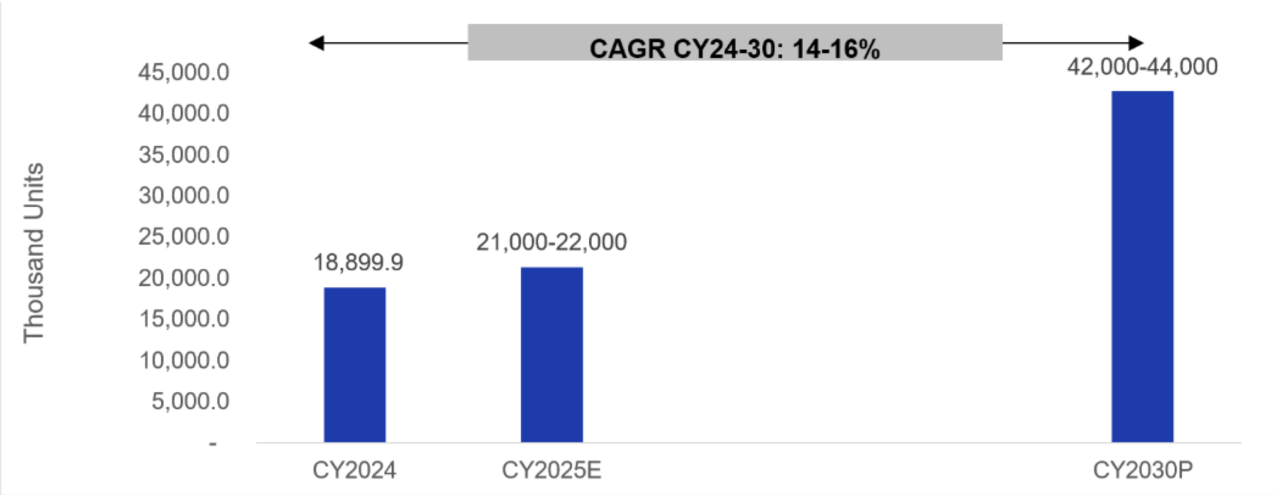
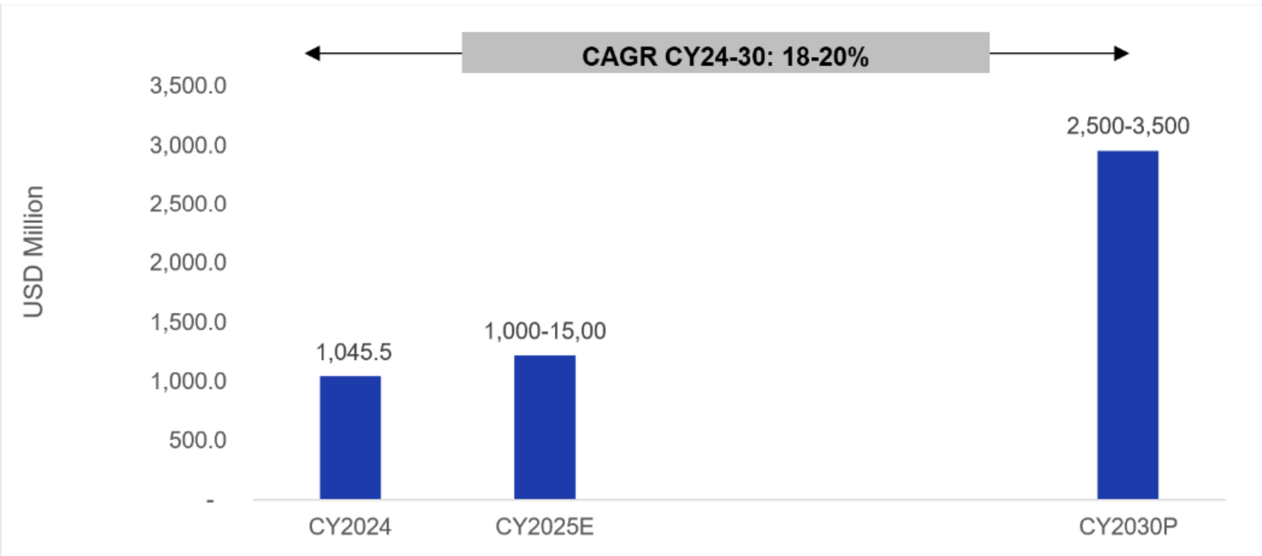
Motor controller for e2W and e3W, global, 2024-2030P

Market size for motor controllers in e2W and e3W (volume), global (2024-2030P)



Source: CRISIL Intelligence

Market size for motor controllers in e2W and e3W (value), global (2024-2030P)



Source: CRISIL Intelligence

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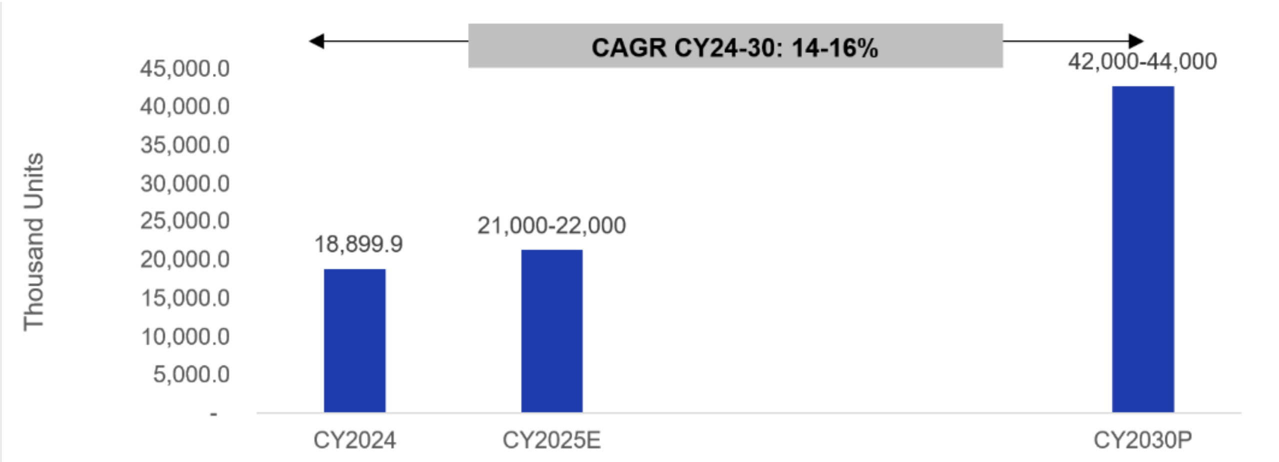
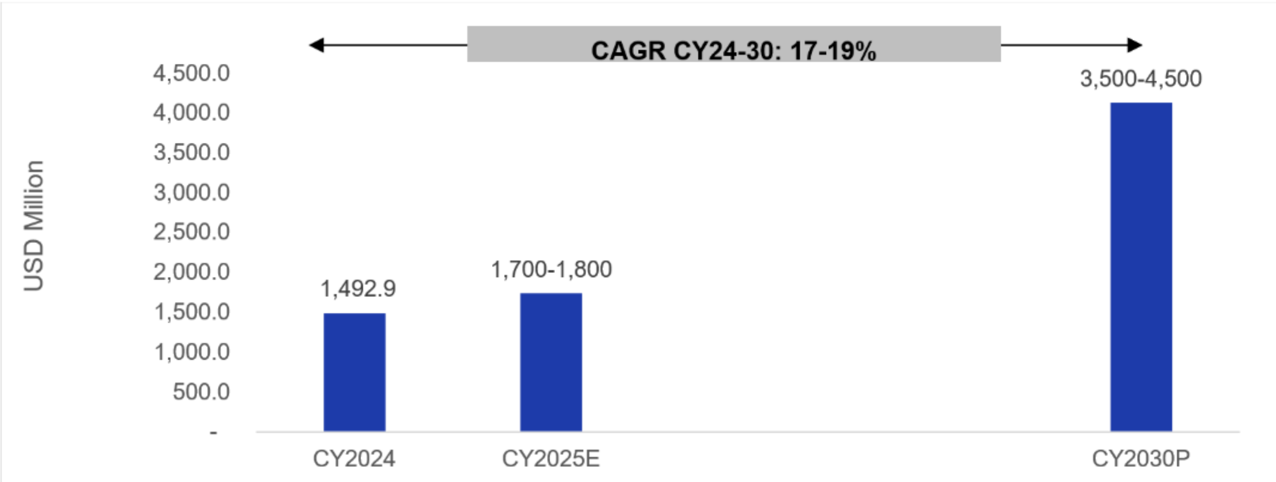
Motors for e2W and e3W, global, 2024-2030P

Market size for motors in e2W and e3W (volume), global (2024-2030P)



Source: CRISIL Intelligence

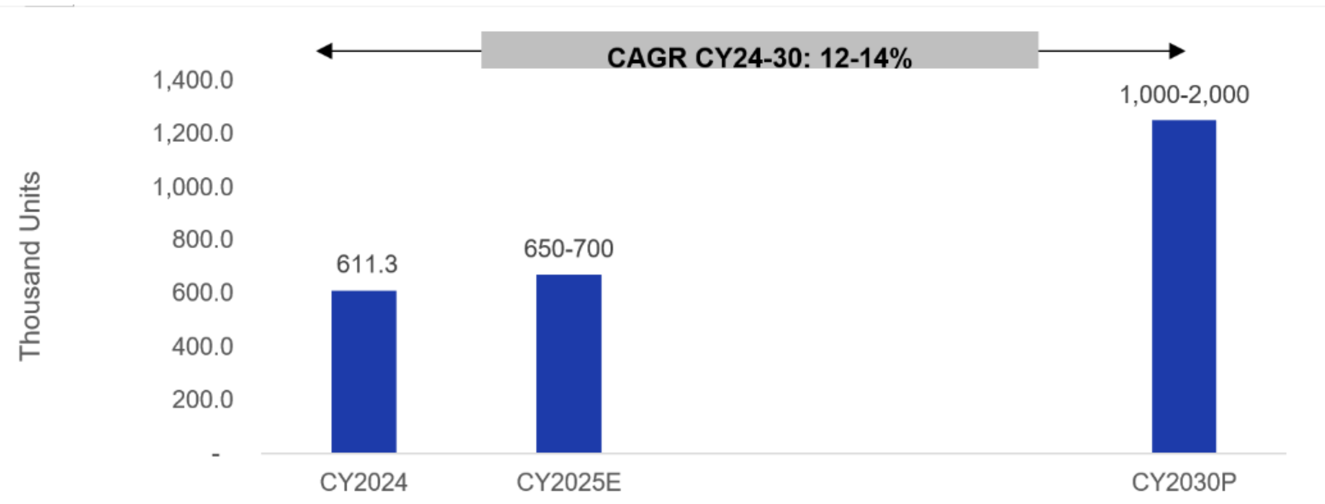
Market size for motors in e2W and e3W (value), global (2024-2030P)



Source: CRISIL Intelligence

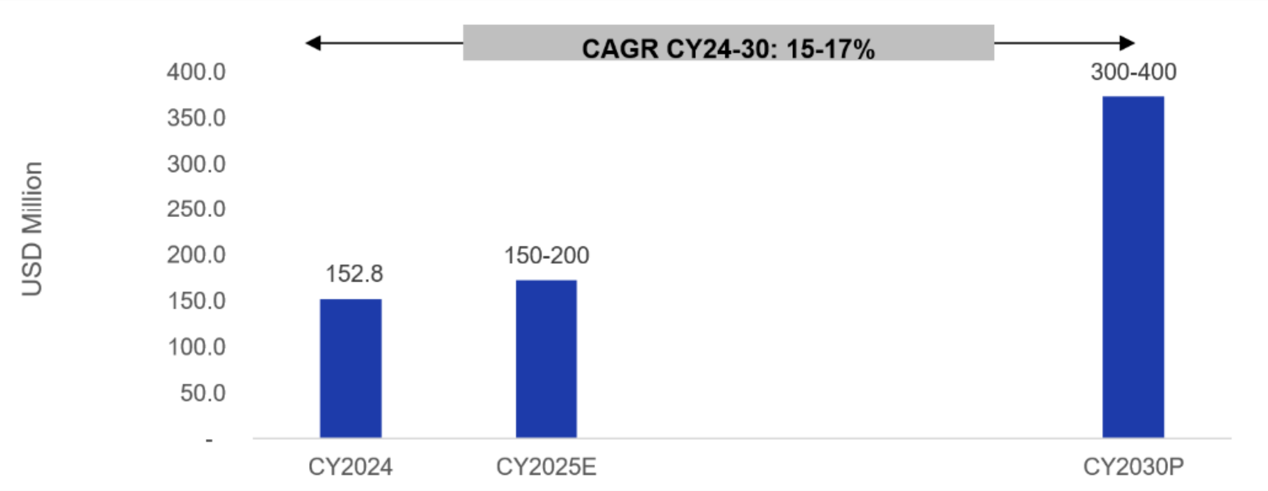
Motor controller for eLCV, global, 2024-2030P

Market size for motors in eLCV (volume), global (2024-2030P)



Source: CRISIL Intelligence

Market size for motors in eLCV (value), global (2024-2030P)



Source: CRISIL Intelligence

Growth Drivers for global electric vehicles:

- Technological advancements in battery technologies, which improve battery energy density and range, can effectively address range anxiety. Furthermore, the growing fast-charging infrastructure, innovations in battery swapping, and declining battery prices all contribute to making the overall cost of the vehicle and total cost of ownership (TCO) more competitive.
- Increasing public awareness of air pollution and government/corporate mandates to reduce carbon footprint, particularly for logistics and last-mile delivery, are driving the adoption of electric vehicles.
- The global e-bike industry grew at a healthy 14.5% CAGR during CY2020 to CY2024 period. The global e-bike industry is projected to grow at a faster pace of 9-11% CAGR to reach 59-61 million units by CY30.
- e2Ws clocked a sizeable 18% CAGR during the same period and reached 17.9 million units by CY2024. With the faster rise in EV sales the EV penetration increased from 16% in CY2020 to 26% by CY 2024. the EV penetration is expected to reach 32-37% levels by CY2029 from the 26% penetration levels witnessed in CY2024.
- The e3Ws witnessed a healthy 31% growth during CY2020-CY2024 period and the share of EVs grew from 10.4% in CY2020 to 22.4% by CY2024. The share of EVs is expected to reach 48-53% from the current 22% levels.
- The e-LCV industry witnessed a sharp growth at 31.5% CAGR to reach 0.61 million units by CY2024 from 0.35 million units in CY2022. The global electric light commercial vehicle (eLCV) market is poised for significant growth, with a CAGR of 12-14% between CY2024 and CY2030. This robust growth, built on an already substantial base, is expected to propel the market to reach 1-1.5 million units by CY2030.
- The rising EV penetration across segments is driving the need for critical components including motors and MCUs globally.

Motor Control Units (MCUs) for Powertools

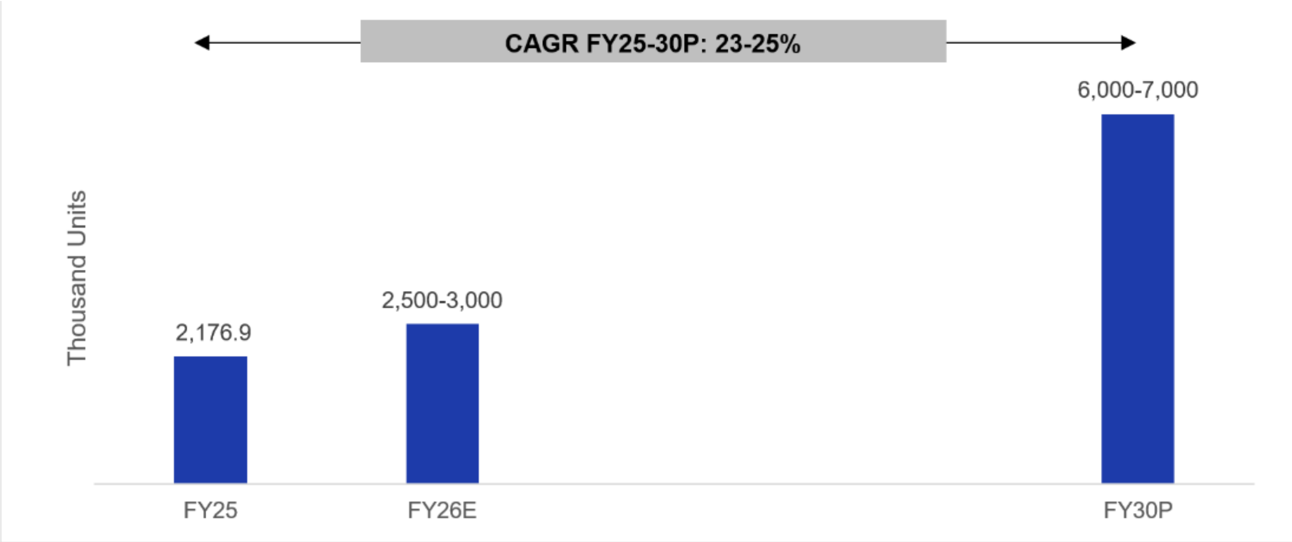
Power tools refer to the tools that utilize external power sources to perform tasks, rather than relying solely on manual labour. Some examples include electric drill, screwdriver, chain saw among others. Handheld powertools are seeing a significant shift towards cordless/battery-operated configuration from traditional electric or corded systems.

Battery operated powertools predominantly use Brushless Direct Current (BLDC) Motors. These motors require commutation i.e. sequencing of the currents through the stator windings to be able to rotate. This commutation is achieved through the position feedback from hall effect sensors. However, these sensors, as in the case of ICE 2W magnetos, can fail due to the dust, vibration and water from the environment. However, a Sensor-Less Commutation (SLC) technology, which can control motors without the hall effect sensors. Hence, the use of sensor-less technology eliminates the chances of failure which is otherwise possible in sensor-based technology due to the environmental impact on hall effect sensors. This improves the overall robustness of the system, potentially reducing the size of the motor used besides improving the cost aspect. MCUs are largely inverters and most of the controllers (ISGs, e2/e3W MCU or powertools MCU) share a common design architecture.

MCUs for powertools, domestic, Fiscal 2025-30P

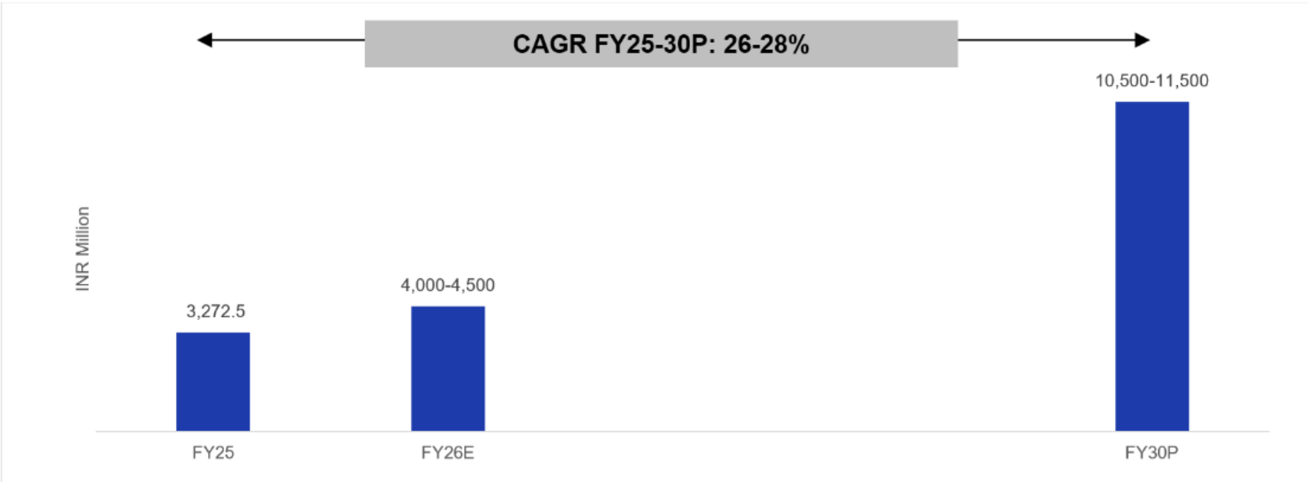
The domestic market for MCU in powertools was valued at ₹3,272.5 million in Fiscal 2025 and is estimated to reach ₹ 10,500-11,500 million by Fiscal 2030. The market is majorly driven by the shift to cordless/battery operated powertools owing to its convenience. The penetration of cordless tools is lower in Inda compared to global developed markets like US and Europe. The current penetration was 21% in Fiscal 2025 and is estimated to reach 36% in Fiscal 2030. The growth in the cordless powertools market owing to the DIY market growth and rising commercial activities associated to construction and infrastructure is expected to drive the market for powertools, thereby driving the market for MCUs in powertools in India.

MCUs in powertools market size (volume), domestic (Fiscal 2025-30P)



Source: CRISIL Intelligence

MCUs in powertools market size (value), domestic (Fiscal 2025-30P)



Source: CRISIL Intelligence

MCUs for powertools, global, 2024-2030P

The global market for MCU in powertools was valued at USD 2,292.0 million in 2024 and is estimated to reach USD 3,700-4,700 million by 2030. Electric Cordless Tools have shown the most dramatic increase in market share, rising from 32.4% in 2019 to 45.7% in 2024. This surge reflects rising demand for portable, user-friendly tools, enabled by significant advancements in lithium-ion battery technology. Electric Cordless Tools have shown the most dramatic increase in market share, rising from 32.4% in 2019 to 45.7% in 2024. Cordless format is increasingly favoured across both DIY and professional users due to its flexibility, mobility, and improved performance. Cordless tools are expected to lead the market and are estimated to account for over 48 to 55% of total power tool sales by 2030, supported by continuous advancements in lithium-ion battery technology. The strong growth in the cordless powertools segment is expected to drive the market of MCUs in powertools globally.

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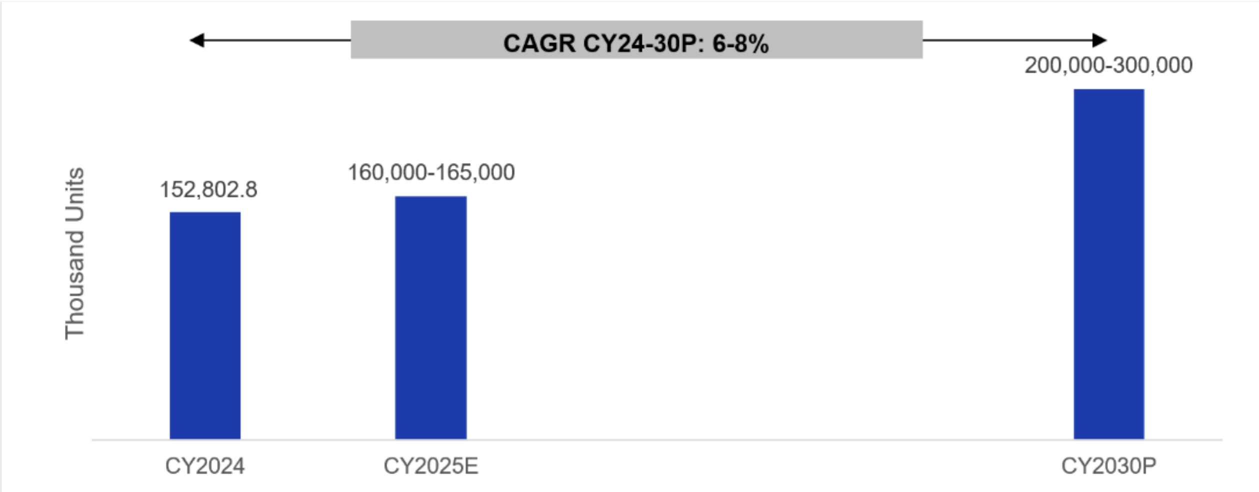
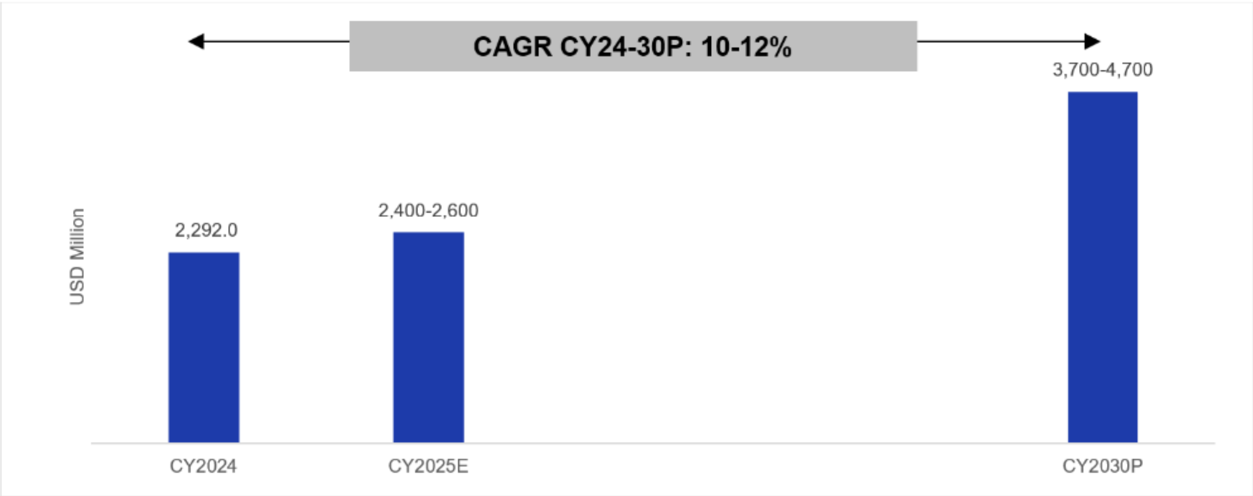
MCUs in powertools market size (volume), global (2024-2030P)



Source: CRISIL Intelligence

MCUs in powertools market size (value), global (2024-2030P)



Source: CRISIL Intelligence

Control Units for Generators

Genset Controllers (GCs)

Supervisory controllers for generators are devices that monitor, control, and protect generators, ensuring their optimal performance and longevity. Supervisory controllers with Auto Mains Failure are widely used in diesel generators and other backup power systems. These controllers automatically detect power failures in real time and start the generator and manage load transfers to ensure uninterrupted power supply while continually monitoring of the system and raising alarms in case of anomalies. These Genset controllers (GCs) also have a user interface through keypads and an LCD for configuring settings and also viewing the warnings / faults.

With the implementation of CPCB IV+ emission standards in July 2023, genset manufacturers started investing in advanced engines and emission control technologies to meet these standards. This includes electronic fuel systems, advanced after-treatment systems (ATS), and exhaust gas recirculation (EGR) systems. Most of the gensets produced in India were with mechanical diesel engines as prime movers for decades and although electronic governing (eGov) offered reliable and uniform performance, the solution was expensive and complex to be adopted in the mass market. With transition to stricter emission norms, manufacturers started moving towards electronic governors that use sensors and ECUs for fuel injection, leading to better performance in terms of speed regulation, load response, and fuel efficiency. Key suppliers are SEDEMAC, DeepSea, SmartGen, ComAp, Datakom and Fortrust. SEDEMAC is the largest supplier of genset controllers in India with an estimated market share of 75-77%.

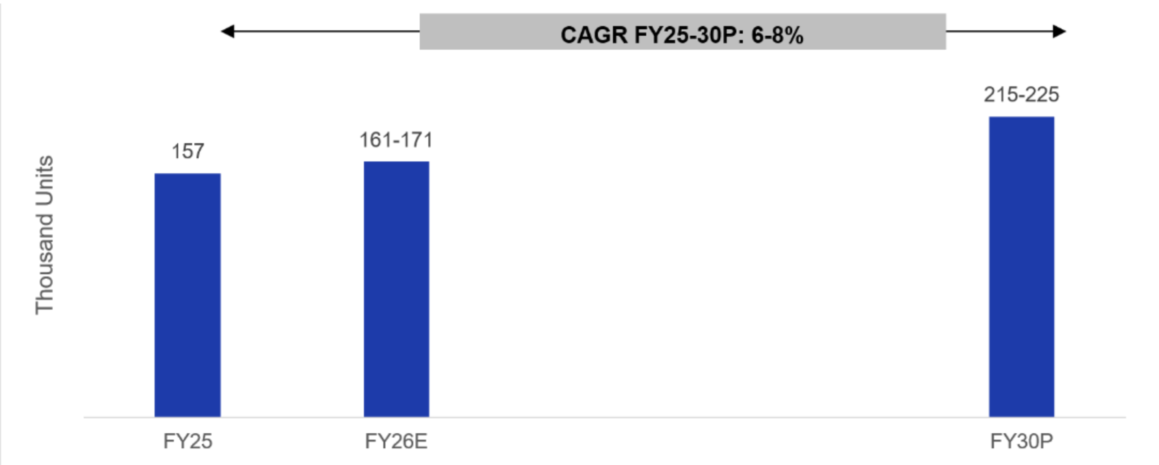
SEDEMAC also offers a telecom market specific genset controllers where the BTS battery is monitored in addition to the utility supply and the generator is started based on the battery state of charge (SoC). Key suppliers include SEDEMAC, DeepSea, SmartGen, ComAp, Datakom and Fortrust.

Image source: SEDEMAC

Domestic genset controllers market size, Fiscal 2025-2030P

The domestic market for genset controllers was valued at ₹ 834.5 million in Fiscal 2025 and is expected to reach ₹ 1,300-1,400million by Fiscal 2030 growing at a CAGR or 10-12%. The market for genset controllers is majorly driven by the need for automated solutions owing to its convenience. Despite improvement in power infrastructure, many parts of the country, especially tier II and tier III cities, rural areas still face frequent outages and unreliable grid supply. This instability makes the genset essential for business, industries and residencies to ensure continuous. Further, the growing digital economy, IT & Telecom sector is driving the growth of data centers and communications infrastructure in the country. They rely heavily on gensets for continuous power supply to maintain connectivity and prevent service disruption.

Genset controllers market size (volume), domestic (Fiscal 2025-2030P)



Source: CRISIL Intelligence

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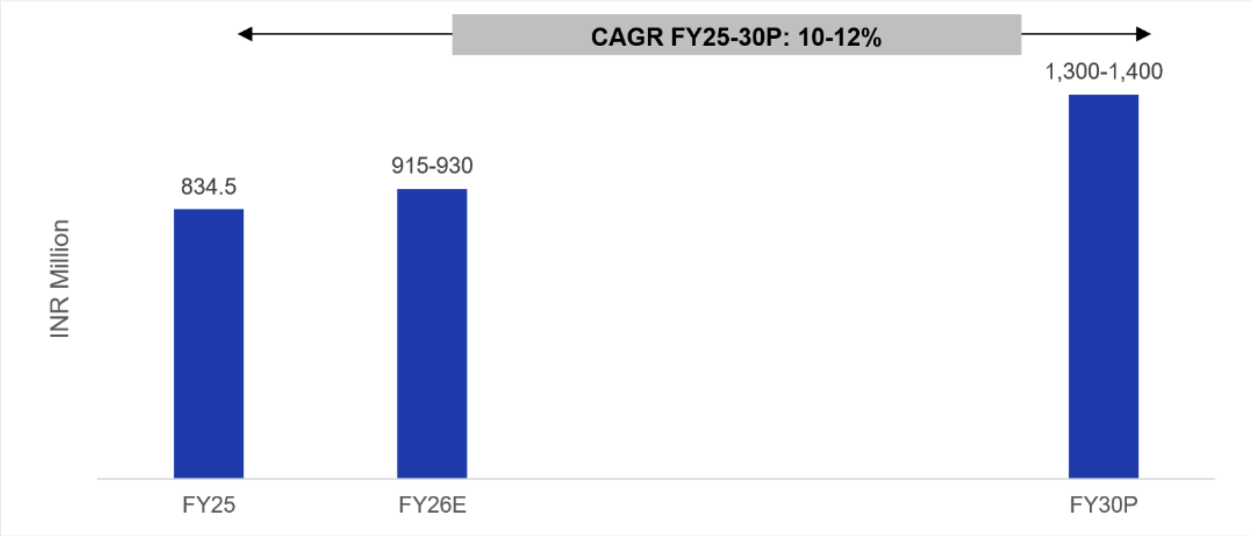
Genset controllers market size (value), domestic (Fiscal 2025-2030P)



Source: CRISIL Intelligence

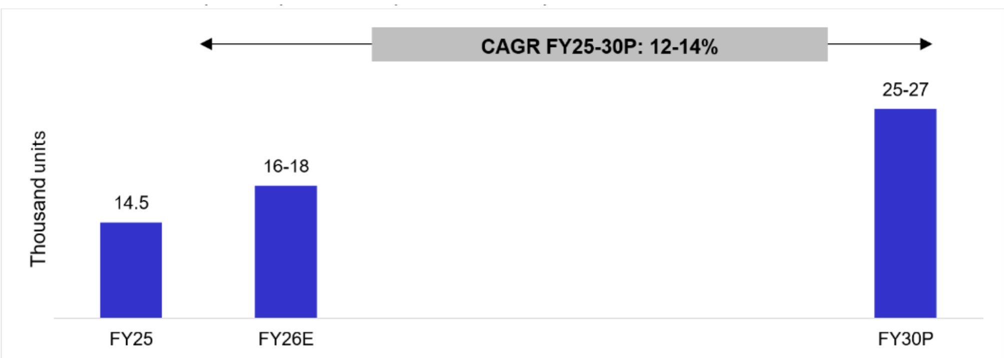
ECUs for Electronic Fuel Injection (EFI):

While CPCB IV+ in India mandates the use of EFI and emission control technologies in genset, the Tier 4 regulations in USA only mandates the use of advanced emission control technologies. However, a shift in trend is witnessed where the market is moving towards EFI in both portable and home standby models to offer better features to the end users. These are predominantly gas engine based gensets which are very similar to the gasoline-based engines used in 2W/3W market. EFI can improve reliability of starts irrespective of the ambient temperature and pressure without having to rely on seasonal setting modifications and can also provide better fuel efficiency. The larger industrial gas gensets are already fuel injected. Key suppliers of EFI ECU include SEDEMAC, Vitesco, Walbro and Borg Warner.

Image source: SEDEMAC

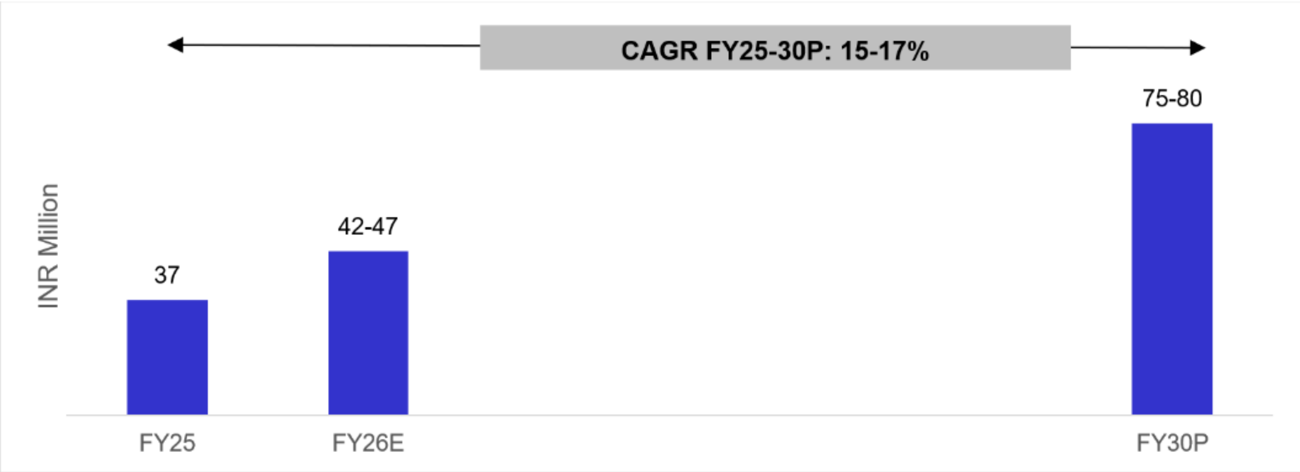
Domestic genset EFI ECU market size, Fiscal 2025-2030P

EFI ECU market size (volume), domestic (Fiscal 2025-2030P)



Source: CRISIL Intelligence

EFI ECU market size (value), domestic (Fiscal 2025-2030P)



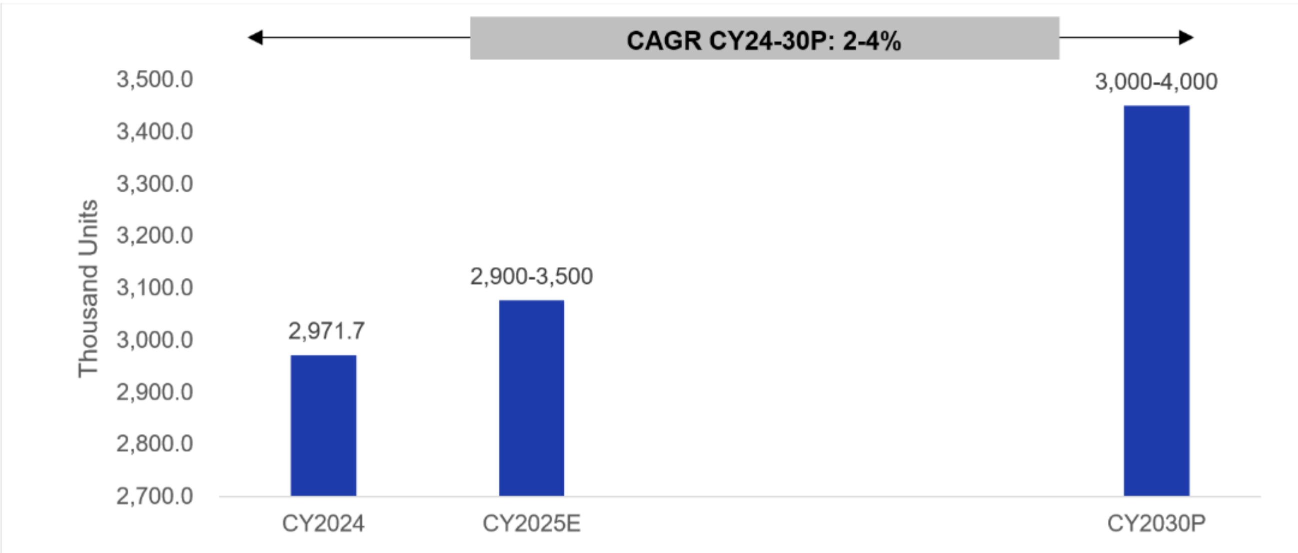
Source: CRISIL Intelligence

The market for EFI ECU in genset was valued at ₹ 37 million in Fiscal 2025 and is estimated to reach ₹ 75-80 million by Fiscal 2030. The rise of gas based and hybrid gensets are driving the market for EFI ECU in the genset market, which is needed to comply with CPCB IV+ norms.

Global genset controllers market size, CY2024-2030P

The global market for genset controllers was valued at USD 185.7 million in 2024. The market Is estimated to grow at a CAGR of 5-7% between 2024 and 2030 to reach USD 200-300. The generators market is led by Europe and US. The increasing demand for uninterrupted and reliable power supply is a key demand driver for genset in the US and Europe. Aging grid infrastructure, increasing electricity demand, frequent natural events and extreme weather lead to more frequent and prolonged power outages. This significantly drives the demand for backup genset in residential, commercial and industrial applications. In the developing economies like Asia, India and Africa, the market for gensets is majorly driven by power infrastructure deficits, growing population and increasing demand for reliable power supply.

Genset controllers market size (volume), global (CY2024-2030P)



Source: CRISIL Intelligence

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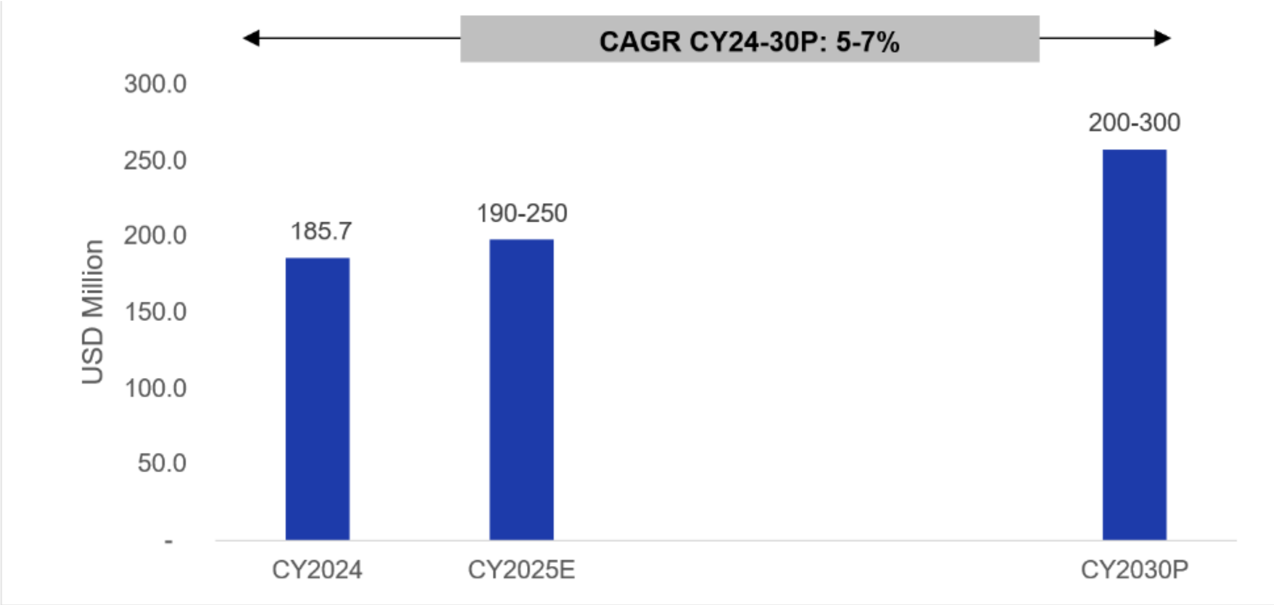
Genset controllers market size (value), global (2024-2030P)

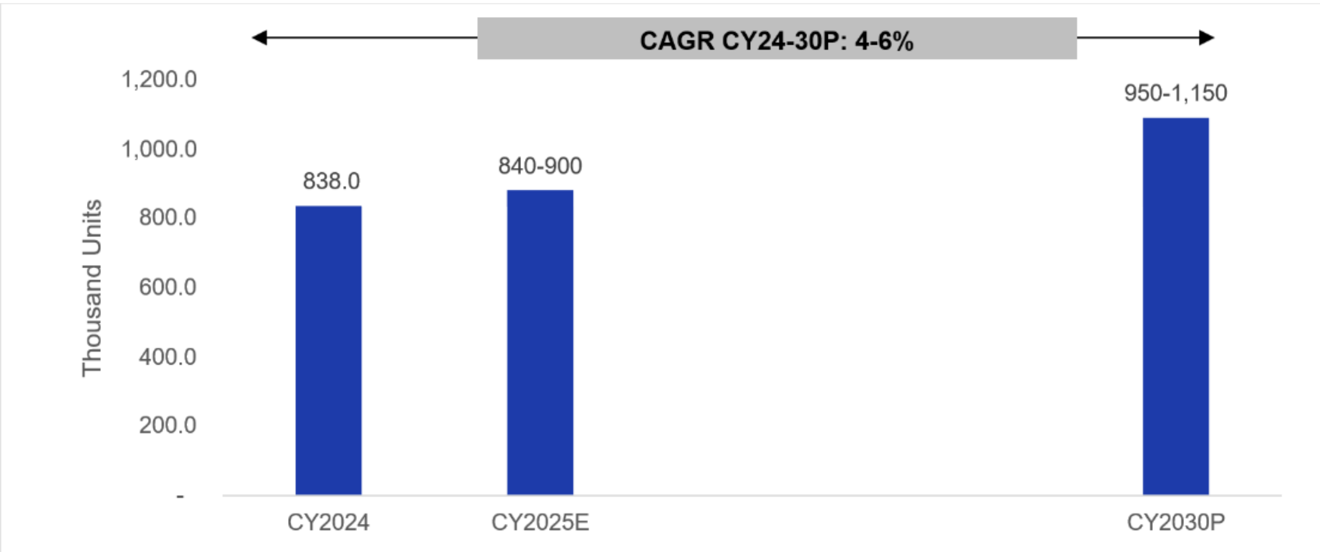


Source: CRISIL Intelligence

Global genset EFI ECU market size, 2024-2030P

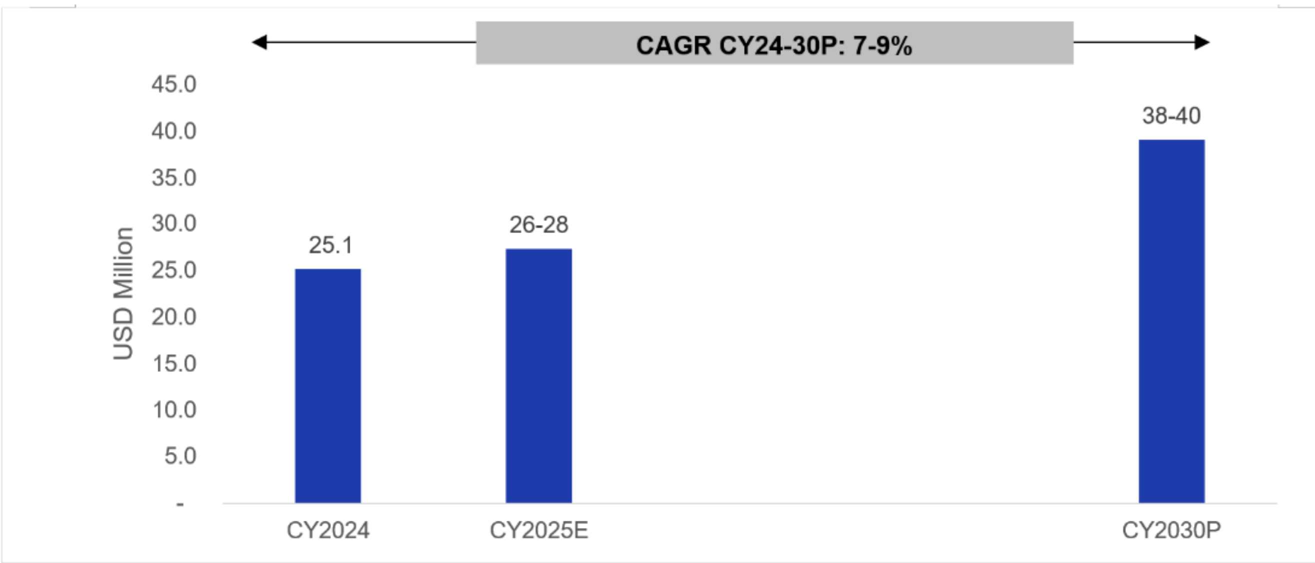
The market for EFI ECU in gensets in valued at USD 25.1 million in 2024 and is estimated to reach USD 35-45 million by CY2030. The demand for EFI is driven by riding adoption of gas and alternate fuel gensets coupled with stringent emission standards driving the need for efficient and low emissions solutions.

Genset EFI ECU market size (volume), global (2024-2030P)



Source: CRISIL Intelligence

Genset EFI ECU market size (value), global (2024-2030P)



Source: CRISIL Intelligence

Competitive profiles

Key players in SEDEMAC relevant products are Bosch India, Sona BLW Precision Forgings, and ZF Commercial Vehicle Control Systems India Limited.

SEDEMAC Mechatronics Limited

Key facts	Brief profile
Year of incorporation: 2007 **HQ**: Pune, Maharashtra	SEDEMAC is a technology company engaged in the manufacturing of electronic components, primarily critical components are like controllers for automotive and non-auto sectors majorly. The company caters to segments like e-bikes, 2W, 3W and LCV in the automotive sector. SEDEMAC holds ~35% market share on domestic ISG ECU market for 2W and 3W combined (in terms of volume) and are among the top 4 players in Fiscal 2025. Their ISG ECUs use sensor less commutation (SLC) technology in 2Ws and 3Ws and they have shipped more than 9.2 million ISG and ISG + EFI ECUs from Fiscal 2018 till Q3 Fiscal 2026. This technology has made us one of the key proponents of the ISG adoption within the engine powered 2/3Ws in India. The company also patented SmartIgn fresh technology wherein they eliminated the throttle position sensor (TPS) which was used to estimate load and control ignition timing on carbureted vehicles and utilized the engine physics to estimate the load. Company introduced this technology in the Indian 2W/3W industry in 2012, applied for a patent in 2012 which was granted in 2022. SEDEMAC was the first to introduce this SmartIgn technology in the Indian 2/3W industry in 2012. This technology has been sold for integration in more than 48.8 million vehicles from Fiscal 2012 till Q3 Fiscal 2026. In the non-auto sector, the company caters to industries like genset and power tools. SEDEMAC have been the key proponent of electronic governing (eGov) in the Indian generator set industry since 2014 where they integrated the eGov function within their genset controllers (GCs) which due to cost optimality allowed the OEMs to adopt a performance improving technology on a wider set of products. SEDEMAC pioneered the introduction of integrated eGov technology in genset controllers in India. Company cumulatively sold more than 1 million genset controller units from Fiscal 2015 till Q3 Fiscal 2026, with few of them featuring eGov technology. Globally, the company holds ~14% market share in genset supervisory AMF controller + EFI ECU market as of Fiscal 2025. SEDEMAC cumulatively sold more than 10 million control intensive** products to automotive (2W, 3W) and genset market. The company is also developing ACM modules, voltage regulator rectifiers and integrated control products for automotive applications. **Capacity:** The company has 2 manufacturing plants and two technical centres in Pune. **Manufacturing facility:** 1.Chakan, Pune-1 2. Dhayari, Pune-1 **Domestic**: The company generates most of their revenue from the domestic automotive segment. **Exports:** The company exports electronic controllers to North America, Europe along with

Key facts	Brief profile
	China. **Global presence:** NA. **Key clients:** Hero MotoCorp, Kirloskar Oil Engines, Mahindra & Mahindra, Briggs & Stratton, TVS, Bajaj, Generac.

Note: **Control intensive products include genset controllers, ISG ECU, ISG + EFI ECU, EFI ECU, and electric vehicle motor controllers.

Bosch India Ltd.

Key facts	Brief profile
Year of incorporation: 1951 **HQ**: Bengaluru, Karnataka	Bosch India Ltd, formerly known as Motor industries company Ltd (MICO) was established in 1951.The company is a subsidiary of Robert Bosch GmbH, the global parent company. Bosch Ltd is one of the India-based auto component manufacturing company. The company has presence in three business sectors, including Automotive Technology, Industrial Technology and Consumer Goods and Building Technology. The company manufactures diesel and gasoline fuel injection systems, automotive aftermarket products, auto electrical, special purpose machines, packaging machines, electric power tools and security systems. **Capacity:** The company has 17 manufacturing sites and seven development and application centers. **Manufacturing facility:** 1.Gangaikondan, Tamil Nadu-1 2.Nashik, Maharashtra-1 3.Naganathapura, Karnataka-1 4.Bidadi, Karnataka-1 5.Jaipur, Rajasthan-1 6.Chennai, TamilNadu-1 **Domestic**: The independent aftermarket segment (IAM) contributes 63% of the total mobility business. The Mobility Aftermarket segment has 50,000 retail touchpoints, spread across 650+ districts, as on FY2024. They have 15,000 authorized workshops and service centers. **Exports:** The contribution of exports to total mobility business is 9% respectively in FY24. **Global presence:** Asia, Europe and North America. Bosch Ltd is largest development center in India outside of Germany. **Key clients:** Bajaj, TVS, Tata Motors, Maruti Suzuki, Audi, Mercedes-Benz, BMW, and Jaguar Land Rover.

Source: Company annual report

Sona BLW Precision Forgings Ltd

Key facts	Brief profile
Year of incorporation: 1990 **HQ:** Gurugram, India	The company is an automotive systems and components manufacturer. The company is involved in designing, manufacturing and supplying engineered automotive systems and components such as differential assemblies, gears and conventional and micro hybrid motors, BSG system and EV traction motors across all vehicle categories. The company develops mechanical and electrical hardware systems, components as well as base and application software solutions. **Capacity:** 1. Gears-60.2 million 2. Strater motors-5.8 million 3. Differential assemblies-2.5 million 4. Traction motors- 0.4 million **Manufacturing Facilities:** 1.Gurugram, Haryana-3 2.Chennai, Tamil Nadu-1 3.Pune, Maharashtra-1 4.Manesar, Haryana-1 **Exports:** The contribution of exports to total turnover of the entity is 59% in FY24.

Global presence: Presence in 3 continents and 7 countries including China, U.S.A, Mexico, Belgium, Serbia, Germany and India

Key clients: Maruti Suzuki, Tata, TAFE, Mahindra & Mahindra, ITL, John Deere, Escorts, DICV Trucks India, Volvo Eicher, and New Holland India

Source: Company annual report

Schaeffler India Limited

Key facts	Brief profile
Year of incorporation: 1962 **HQ**: Pune, Maharashtra	Schaeffler India is a leading manufacturer of automotive and industrial components, and a subsidiary of the German-based Schaeffler Group. The company was established in 1962 and has since become a prominent player in the Indian automotive and industrial sectors. The company specializes in the design, manufacturing, and distribution of high-precision bearings, engine components, and chassis systems for the automotive and industrial sectors. Schaeffler has four plants in India and operate three major widely known product brands - FAG, INA and LuK. The manufacturing plant in Gujarat produces ball bearings, cylindrical roller bearings, and spherical roller bearing and wheel bearings, deep groove ball bearings and large size roller bearings and are sold under the name of FAG. Plant in Maharashtra manufactures engine and transmission components for front accessory drive system, chain drive systems, valve train, shift systems and a range of needle roller bearings and elements, under the brand INA. The manufacturing plant in Hosur, produces clutch systems and dual mass flywheels for passenger cars, light commercial vehicles, heavy commercial vehicles and tractors which are sold under the brand of LuK. **Capacity:** The company has 4 manufacturing plants and 3 R&D centers in India. **Manufacturing facility:** 1.Vadodara, Gujarat-1 2. Vadodara, Gujarat-1 3. Pune, Maharashtra -1 4. Hosur, Tamil Nadu -1 **Domestic**: The company generates most of their revenue from domestic automotive technologies and bearings & industrial segment. **Exports:** The contribution of exports to total turnover of the entity is 13% in FY25 **Global presence:** Company operates in over 50 countries around the world **Key clients:** Tata Motors, Maruti Suzuki, Ashok Leyland, TAFE, Mahindra and others

ZF Commercial Vehicle Control Systems India Limited

Key facts	Brief profile
Year of incorporation: 1981 HQ: Pune, Maharashtra	ZF India was established as ZF Steering gear (India) Ltd, a joint venture with ZF Lenksysteme GmbH. Initially the company focused on manufacturing and supplying integral hydraulic power steering systems. ZF India is a supplier of technology solution and service provider in the mobility sector. The company has a strong presence in the automotive and industrial segments with expansive manufacturing and engineering footprints. The company manufactures active and passive safety systems, steering system, clutch system, axle system, chassis and suspension components for commercial vehicles, powertrain and chassis components, safety devices for light vehicle industry and gear boxes for wind turbine industry. The company serves majorly PV, CV and the other market segments such as construction and agriculture machinery, wind power, marine propulsion, rail drives and test systems. The company operates through 14 entities including one joint venture partner. **Annual Capacity:** 1. Shock absorber (Chakan, Pune) - ~0.7 million units (as on Fiscal 2018)

	2. front suspension, rear axle, corner module for PV (Chennai) - ~12,500 units **Manufacturing Facilities:** The company having 18 manufacturing facilities and 10 engineering centers across India including Pune, Chennai, Coimbatore and Gurugram. **Global presence:** The company operates from 30 countries. **Key clients**: Ashok Leyland, Daimler India commercial vehicle, Force Motors, Mahindra Trucks and Buses, Tata Motors and Volvo group.

Source: Company annual report

Key financial indicators for Fiscal 9M FY 2026

	SEDEMAC Mechatronics Limited	Schaeffler India	Bosch India Ltd	Sona BLW Precision Forgings	ZF Commercial Vehicle Control Systems India
Revenue from Operations (INR million)	7,706.65	69,616.50	1,44,690.00	31,919.62	29,637.09
PAT (INR million)	714.98	8,279.90	22,015.00	4,423.31	3,708.26
PAT Margin (%)	9.28	11.89	15.22	13.86	12.51
ROE (%)	20.03*	-	-	-	-
Earnings per share (basic, INR)	16.59*	53.00*	747.01*	7.21*	195.51*
Long term Debt – Equity Ratio	0.17	-	-	-	-
Number of engineers from Premier Institutes	158	NA	NA	NA	NA
Number of Control-Intensive Controllers Sold	28,58,050	NA	NA	NA	NA

**Not Annualized*

Note:

- *For Schaeffler India, 9M refers to January to Sept period of 2025, whereas for others 9M is April to December of 2025*
- *Revenue from operations comprises the total revenue generated from the sale of goods, services and Other Operating revenue.*
- *Profit for the period/year is as per the Restated Financials Information.*
- *Profit after Tax expressed as a percentage of revenue from operations.*
- *RoE % is calculated as profit for the period/year divided by Average Total equity. Average Total equity is average of closing Total equity as on closing day of financial period/year and opening equity of opening day of financial period/year.*
- *Basic earnings per share are as per the restated financials*
- *Debt – equity ratio is calculated as Total Debt divided by Total equity. (Total Debt is current and non-current Borrowings plus current and non-current Lease)*

Source: CRISIL Intelligence, Company annual report

Key financial indicators for Fiscal 2025

	SEDEMAC Mechatronics Limited	Schaeffler India	Bosch India Ltd	Sona BLW Precision Forgings	ZF Commercial Vehicle Control Systems India
Revenue from Operations (INR million)	6,583.63	82,323.80	180,874.00	35,460.21	38,309.63
PAT (INR million)	470.45	9,388.60	20,152.00	5,996.88	4,607.30
PAT Margin (%)	7.15	11.40	11.14	16.91	12.03
ROE (%)	22.01%	18.52	15.58	14.20	15.35
Earnings per share (basic, INR)	10.93	60.10	683.25	9.92	242.90
Long term Debt – Equity Ratio	0.21	0.01	0.01	0.04	0.02
Number of engineers from Premier Institutes	120.00	NA	NA	NA	NA

Number of Control-Intensive Controllers Sold	2,438,518.00	NA	NA	NA	NA

Note:

- *Schaeffler India financials are reported in Calendar Year (CY) terms, for a period from January to December*
- *Revenue from operations comprises the total revenue generated from the sale of goods, services and Other Operating revenue.*
- *Profit for the period/year is as per the Restated Financials Information.*
- *Profit after Tax expressed as a percentage of revenue from operations.*
- *RoE % is calculated as profit for the period/year divided by Average Total equity. Average Total equity is average of closing Total equity as on closing day of financial period/year and opening equity of opening day of financial period/year.*
- *Basic earnings per share are as per the restated financials*
- *Debt – equity ratio is calculated as Total Debt divided by Total equity. (Total Debt is current and non-current Borrowings plus current and non-current Lease)*

Source: CRISIL Intelligence, Company annual report

Key financial indicators for Fiscal 2024

	SEDEMAC Mechatronics Limited	Schaeffler India	Bosch India Ltd	Sona BLW Precision Forgings	ZF Commercial Vehicle Control Systems India
Revenue from Operations (INR million)	5,306.53	72,509.10	167,271.00	31,847.70	38,156.47
PAT (INR million)	58.78	8,990.20	24,913.00	5,177.76	4,064.47
PAT Margin (%)	1.11	12.40	14.89	16.26	10.65
ROE (%)	4.92	19.78	21.61	20.34	15.63
Earnings per share (basic, INR)	1.45	57.50	844.68	8.83	214.28
Long term Debt – Equity Ratio	1.45	0.01	0	0.15	0.02
Number of engineers from Premier Institutes	99.00	NA	NA	NA	NA
Number of Control-Intensive Controllers Sold	1,917,339.00	NA	NA	NA	NA

Note:

- *Schaeffler India financials are reported in Calendar Year (CY) terms, for a period from January to December*
- *Revenue from operations comprises the total revenue generated from the sale of goods, services and Other Operating revenue.*
- *Profit for the period/year is as per the Restated Financials Information.*
- *Profit after Tax expressed as a percentage of revenue from operations.*
- *RoE % is calculated as profit for the period/year divided by Average Total equity. Average Total equity is average of closing Total equity as on closing day of financial period/year and opening equity of opening day of financial period/year.*
- *Basic earnings per share are as per the restated financials*
- *Debt – equity ratio is calculated as Total Debt divided by Total equity. (Total Debt is current and non-current Borrowings plus current and non-current Lease)*

Source: CRISIL Intelligence, Company annual report

Key financial indicators for Fiscal 2023

	SEDEMAC Mechatronics Limited	Schaeffler India	Bosch India Ltd	Sona BLW Precision Forgings	ZF Commercial Vehicle Control Systems India
Revenue from Operations (INR million)	4,230.28	68,674.20	149,293.00	26,550.10	34,442.45
PAT (INR million)	85.73	8,792.10	14,255.00	3,952.97	3,176.72
PAT Margin (%)	2.03	12.80	9.55	14.89	9.22
ROE (%)	7.84	22.15	13.15	18.43%	14.05
Earnings per share (basic, INR)	2.12	56.30	483.32	6.76	167.48
Long term Debt – Equity Ratio	2.12	0.01	0	0.13	0.03
Number of engineers from Premier Institutes	65.00	NA	NA	NA	NA
Number of Control-Intensive Controllers Sold	1,425,155.00	NA	NA	NA	NA

Note:

- *Schaeffler India financials are reported in Calendar Year (CY) terms, for a period from January to December*
- *Revenue from operations comprises the total revenue generated from the sale of goods, services and Other Operating revenue.*
- *Profit for the period/year is as per the Restated Financials Information.*
- *Profit after Tax expressed as a percentage of revenue from operations.*
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Source: CRISIL Intelligence, Company annual report

Threats and Challenges

Demand Side Challenges

Economic Slowdown and Industrial Output Decline

Impact on Sales and Production: The automotive Industry and within it the two-wheeler, three-wheeler, passenger vehicle, and commercial vehicle industry are very closely linked to the performance of the economy. Economic slowdowns result in reduced industrial activities and lower consumer spending, directly affecting automotive segments such as two-wheelers, three-wheelers, passenger vehicles and commercial vehicle sales. We have projected real GDP growth to be 7.4% for Fiscal 2026. Any moderation to GDP growth may have an impact on Industrial output and investment and consequentially on the automotive and auto-component Industry.

Above or below normal monsoons

Within the economic spectrum, automotive industry, especially two-wheelers, three-wheelers and passenger vehicles, are very closely linked to the output of the agricultural sectors. While the agricultural sector has a direct dependence on the normalcy of monsoon, the manufacturing and construction sectors are also indirectly impacted by monsoon performance both on demand as well as supply side across various sub-segments on manufacturing. We have considered a normal monsoon scenario while forecasting the outlook for the automotive Industry. If rain is not normal and there is a scenario like El Nino or La Nina impacting farm activities on the rural side, then that could impact farm related incomes as well as sentiments which in turn can affect the demand side factors for two-wheelers, passenger vehicles, three-wheelers and commercial vehicles.

Impact of changing interest rates scenario

A sustained high level of inflation could lead to rate hikes by the central bank thereby impacting interest rates. The transmission of past rate hikes by the Monetary Policy Committee (MPC) have largely played out amid tight liquidity conditions. There could be further rise in market lending rates in the near term on account of many other macroeconomic conditions thereby leading to an increase in lending rates impacting cost of purchase.

The two-wheeler industry has a large contribution of sales from the rural areas primarily for motorcycles. Purchases in these areas are largely cash driven, but we are witnessing a decline in cash transactions as access to financing options has significantly improved in the last few years. Moreover, both public and private players offer attractive interest rates and schemes to promote more sales. If interest rates firm up, there is expected to be pressure on the industry in terms of consumers postponing their purchase decisions.

Increase in vehicle cost of ownership

A vehicle's cost of ownership is determined by its cost of acquisition and cost of operations, and both have a significant impact on the demand. The cost of vehicle acquisition rises when OEMs transfer the impact of increased manufacturing costs to the customers. In the past, industry has seen price hikes owing to several reasons like emission norms implementation, increase in raw material prices and general inflationary hikes. These are also likely to push vehicle prices upwards going forward. Auto finance rates are also pivotal in determining affordability. The cost of operations for a customer is directly impacted by fluctuations in crude oil prices and INR USD exchange rates, that cause rise in fuel import costs and overall fuel prices. Geopolitical issues like the Middle East and Russia-Ukraine war, etc. could also impact fuel prices thereby having a bearing on the vehicle demand and in turn for the metal product suppliers.

Price escalations on account of regulatory push

Based on European emission standards, the Indian government has introduced the Bharat Stage (BS) norms, which are being implemented in a phased manner in the country. For the BS-VI stage 2 norms, applicable from Fiscal 2024, companies have invested in the relevant technology, research, and development, and signed joint ventures (JVs) with global players. These norms have resulted in price hike for vehicles across segments owing to the introduction of new technologies to meet new emission regulations. Going forward, new emission norms are likely to be announced, which could potentially raise vehicle prices as well and impact the demand.

Inherent cyclicity of the domestic 2W, 3W and PV industry

The two-wheeler and passenger vehicle industry has close linkages with growth in GDP as well as business cycles impacting incomes of probable customers thereby making the industry susceptible/vulnerable to these changes. This cyclical nature of the two-wheeler and passenger vehicle industry poses constant challenges to the industry players and component suppliers as they have to constantly manage inventory optimally and profitably.

Supply Side Challenges

Raw Material Availability and Cost

Cost Management: Fluctuating prices of raw materials like aluminium, iron and steel pose significant challenges to managing costs. A sudden spike in prices, such as the increase in iron ore prices, can erode profit margins and make it difficult to offer competitive pricing to customers. Metal product manufacturers must either absorb these costs, reducing profitability, or pass them on to customers, potentially losing business to cheaper alternatives.

Supply Chain Disruptions Volatile raw material prices can also lead to supply chain disruptions if suppliers are unable to secure consistent and affordable supplies. This inconsistency can result in production delays and missed deadlines, damaging relationships with OEMs and other key clients.

For instance, the outbreak of the Russia-Ukraine war sent the commodities market into a frenzy, as regions that sourced materials from these countries went into panic mode, with surge in input costs and finished product prices for metal and steel products. The surge in export realizations sent domestic prices on a rally as well, thus impacting procurement prices for domestic consumption.

Furthermore, the conflict such as Gaza and Israel, which produces about 35% of the world's oil export and 14% of gas exports, can have a wider impact on commodity prices and inflation which can impact manufacturing costs

Skilled Labour Shortage

Skilled labour is one of the most important supply side aspects in the manufacturing sector. Training and retaining skilled workers in areas such as welding, fabricated assembly, surface finishing, precision manufacturing and power electronics industry is a key driving factor for success of any segment of the industry.

Thus, inadequate availability of skilled labour can be one of the significant challenges impacting the power electronics manufacturing industry in India. This shortage can span across various facets, from production to maintenance and innovation, ultimately affecting the industry's growth and global competitiveness.

Nature of the Shortage: The advancing automotive sector requires a workforce proficient in modern manufacturing technologies, and electronic components. The gap between demand and supply of such skilled labour is monitorable for the success of the industry going forward

Educational and Training Gaps: The Indian education system and vocational training programs often lag in providing industry-relevant skills. Engineering graduates and technical diploma holders frequently lack hands-on experience with advanced technologies used in manufacturing of electrical and electronics systems.

Attrition and Retention Issues: Skilled workers tend to migrate to sectors offering better compensation and working conditions, such as IT or international opportunities. The high attrition rates further exacerbate the skill shortage within the industrial sector.

Demographic and Geographic Disparities: There can be a geographical mismatch in the availability of skilled labour. Industrial hubs may struggle to attract talent from regions with a higher concentration of educational institutions due to relocation issues and urban-rural divide.

Technological Obsolescence

Technological obsolescence refers to the phase-out of technologies as newer, more efficient, and advanced technologies emerge. In India's manufacturing sector, technological obsolescence can be a potential challenge, affecting competitiveness, productivity, and innovation capacity.

Increasing Competition

A surge in new entrants and portfolio expansions by legacy players intensifies competition, making customer acquisition challenging.

Policy and Regulatory Challenges

Changes in tax and duties regime

Changes in duties and tax structures present significant threats to the automotive industry. These changes can have multifaceted impacts on cost structures, supply chains, and overall competitiveness.

This threat is particularly significant due to India's evolving tax landscape and the government's periodic adjustments to import duties and other taxes.

For instance, the initial phase of GST implementation saw significant disruption. Many businesses faced challenges adapting to the new tax structure, leading to temporary slowdowns in the manufacturing value chain.

The Indian government periodically revises import duties on raw materials such as steel and aluminium, which are essential. Increased costs due to higher import duties are often difficult to pass on to customers, especially in a highly competitive market. This squeeze on profit margins forces manufacturers to absorb the additional costs, potentially reducing their financial health and capacity to invest in new technologies or expansion.

Hence, changes in duty and tax structures across the automotive value chain pose significant threats by increasing costs, complicating compliance, and creating market instability.

Ad hoc changes in policies

A challenge that the industry is facing is frequent changes in policies which make it difficult for auto industry stakeholders not only to ensure adherence but also commit investments. Overall policy stability and transparency will be required going forward to ensure smooth technology transition and localization in the country.

OUR BUSINESS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below before making an investment in our Equity Shares. For more details on our business and operations, see "Industry Overview", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 158 and 429, respectively, as well as other financial information included elsewhere in this Red Herring Prospectus.

Unless otherwise indicated or unless context requires otherwise, the financial information in this section has been derived from the Restated Financial Information included in this Red Herring Prospectus. For further information, see "Restated Financial Information" on page 311. Our financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year.

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, 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 and elsewhere in this Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 32.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled, "Industry assessment for control technologies used in automotive, generator and power tools industry" ("**CRISIL Report**") dated February 2026, prepared and issued by CRISIL Intelligence, which has been commissioned and exclusively paid for by us pursuant to an engagement letter dated April 22, 2025, read with addendum letter dated February 16, 2026 and prepared exclusively in connection with the Offer. The CRISIL Report is available at the following web-link: https://www.sedemac.com/investors/other-information/ipo-offer-documents/industry-reports. 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 year. For further information, see "Risk Factors – This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL Intelligence, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks." on page 69.*

Overview

We are a supplier of control-intensive, critical-to-the-application electronic control units ("**ECUs**") to leading original equipment manufacturers ("**OEMs**") *(Source: CRISIL Report)* in the mobility and industrial markets in India, the United States, and Europe. The majority of our revenue from operations is attributed to products which incorporate novel control technologies that are conceived and developed entirely in-house, enabling us to offer fresh proprietary solutions that provide distinct value to end-users or our OEM customers. Several of these unique technologies (as described in detail below in this section) have achieved widespread adoption across the sectors we serve.

Critical-to-the-application components are those without which a piece of equipment cannot fulfil its primary function for the end user *(Source: CRISIL Report)*. For example, an ECU supporting electronic fuel injection ("**EFI**") in an engine-powered vehicle or a motor control unit ("**MCU**") in an electric vehicle is indispensable for mobility; if it fails, the vehicle will not move. In contrast, components like dashboards, though important, are not fundamental to the main function *(Source: CRISIL Report)*. Within critical-to-the-application components, we focus on "control-intensive" components that are application specific and manage complex systems in real time *(Source: CRISIL Report)*.

The table below sets forth details of revenue from operations generated from critical, control-intensive products, non-critical and non-critical intensive products, sale of services and other operating revenue for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue generated from critical, control-intensive products (₹ million)	6,668.26	5,272.55	4,092.94	3,054.45
Revenue from operations (₹ million)	7,706.65	6,583.63	5,306.53	4,230.28
Revenue generated from critical, control-intensive products as a percentage of revenue from operations (%)	86.53	80.09	77.13	72.20
Revenue generated from non-critical, non-control-intensive products (₹	976.91	1,175.08	1,149.68	1,100.14

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
million)				
Revenue generated from non-critical, non-control-intensive products as a percentage of revenue from operations (%)	12.68	17.85	21.67	26.01
Sale of services (₹ million)	36.17	136.00	63.91	75.69
Sale of services as a percentage of revenue from operations (%)	0.47	2.07	1.20	1.79
Other operative revenue which includes scrap sales and export incentives and miscellaneous income (₹ million)	25.31	17.04	12.37	8.69
Other operative revenue which includes scrap sales and export incentives and miscellaneous income as a percentage of revenue from operations (%)	0.32	0.26	0.23	0.20

We are the first company in India to develop, design and manufacture sensorless commutation ("**SLC**") based integrated starter generators ("**ISG**") ECUs for two-wheeler / 3-wheelers ("**2/3Ws**") internal combustion engine ("**ICE**") powered vehicles *(Source: CRISIL Report)*. We have shipped sensorless ISG ECUs, and ECUs integrating the functionality of ISG with electronic fuel injection ("**ISG+EFI**") ECUs for more than 9.2 million small engine 2/3Ws between Fiscal 2018 and nine months ended December 31, 2025 *(Source: CRISIL Report)*. We held approximately 35% market share of domestic ISG ECU market (for 2W and 3W combined) in terms of volume and are amongst the top 4 players for the nine months ended December 31, 2025 *(Source: CRISIL Report)*.

We are also the leaders in India for genset controllers ("**GC**") with an estimated market share of 75%-77% during the nine months ended December 31, 2025 and are amongst the key global players with a market share of 14% globally with our offerings of genset controllers and EFI ECUs for this market for Fiscal 2025 *(Source: CRISIL Report)*. Furthermore, we introduced electronic governing ("**eGov**") as an integrated feature into genset controllers in 2014 and according to the CRISIL Report, we pioneered the introduction of integrated eGov technology in genset controllers in India.

The table below sets forth details of revenue from operations generated from mobility (which includes controller supplied for ICE and electric 2/3W) and industrial (which includes controllers' supplier for generator applications) segments for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue generated from mobility segment (₹ million)	6,521.78	5,641.32	4,544.40	3,399.83
Revenue from industrial segment (₹ million)	1,184.87	942.31	762.13	830.45
Revenue from operations (₹ million)	7,706.65	6,583.63	5,306.53	4,230.28
Revenue generated from mobility segment as a percentage of revenue from operations (%)	84.63	85.69	85.64	80.37
Revenue generated from industrial segment as a percentage of revenue from operations (%)	15.37	14.31	14.36	19.63

As of December 31, 2025, we have cumulatively sold more than 10 million control-intensive products to automotive (2/3W) and genset market *(Source: CRISIL Report)*.

During Fiscal 2025, our shipment volumes and revenue contributions were as follows:

- We shipped over 2.24 million control-intensive, critical ECUs, including ISG, EFI, ISG+EFI ECUs for engine-powered vehicles, and MCUs for electric vehicles. These products contributed 79.23% of our revenue from operations from the 2W/3W automotive market.

- In addition, we shipped more than 200,000 control-intensive, critical products such as automatic mains failure GCs and EFI ECUs for generators in Europe, United States of America and India. These products contributed 85.17% of our revenue from operations from the genset industry, with 46.29% of the units exported to markets outside India.

Furthermore, in the nine months ended December 31, 2025, we shipped 2.52 million control-intensive, critical ECUs (ISG, EFI, ISG+EFI, MCUs) to engine-powered and electric vehicle manufacturers, comprising 85.44% of our revenue from operations from the 2/3W automotive market during the nine months ended December 31, 2025. Over the same period, we shipped 341,300 units of control-intensive, critical products, including AMF genset controllers and EFI ECUs for gensets, accounting for 92.51% of our total genset industry revenue from operations, of which 68.85% of the units were exported to markets outside India.

Our origins, in 2007, were in a lab in Indian Institute of Technology ("**IIT**") Bombay led then by Prof. Shashikanth Suryanarayanan, one of our Promoters. We have built on the technical expertise of our founding team and scaled our operations; according to the CRISIL Report, for Fiscal 2025 we are amongst the top players in the ISG ECU market for 2W and 3W (combined) and the largest supplier of genset controllers in India.

We are an Indian Tier-I supplier *(Source: CRISIL Report)*, selling directly to the OEMs, integrating our proprietary solutions into their platforms with deep technical engagement, and supporting these solutions through the lifecycle of the products. Our relationship with customers is built on providing innovation through fresh technologies thereby enabling our customers to remain competitive in their markets.

In the automotive/mobility market, OEMs choose the technologies and core components that define their product architecture. Major changes to core/key technologies do not occur frequently. Such transitions are usually triggered by regulatory requirements (for example, emissions, safety or efficiency standards) or could be non-regulatory in nature, driven by OEM or end-user preferences. These changes in the core technologies of the equipment require significant validation and especially in case of non-regulatory changes, there is a significant risk of acceptability from OEMs. As a result, only suppliers with strong R&D capability will be able to initiate or persuade innovation and new technology development *(Source: CRISIL Report)*.

We are among few Indian-origin suppliers who have repeatedly initiated, introduced, and scaled such breakthrough innovations *(Source: CRISIL Report)*. For example:

- The launch of SmartIgn technology in 2012, which eliminated the need for throttle position sensors in carburetted two- and three-wheelers, delivered reliability and cost benefits.
- The introduction and scale-up of integrated electronic governing in genset controllers in 2014 which made electronic governing affordable across all gensets.
- The development and market scaling, since 2018, of sensorless commutation ("**SLC**") based motor control, that enabled robust, and reliable ISG systems for two- and three-wheelers including for motorcycles that are mostly built with oil-dipped magnetos.

Other major technology transformations in these sectors such as the adoption of various critical systems in vehicles or major electrification shifts have largely depended on Tier-I suppliers *(Source: CRISIL Report)*. We have demonstrated that our home-grown technical team comprised of adequate engineers with strong academic pedigree can drive innovation, with breakthrough technologies and create an impact by being amongst the key suppliers of such technology products, like ISG, EFI, ISG+EFI, and GCs with innovative features. As at December 31, 2025, our engineering team has accumulated more than 600 man-years of contribution from engineers holding degrees from leading Indian institutions, including IITs, National Institutes of Technology ("**NITs**"), and Birla Institute of Technology and Science ("**BITS**"). All these engineers have successfully passed a rigorous technical assessment prior to joining our Company.

Our continued ability to initiate and scale such technical shifts is underpinned by a unique technical nucleus, i.e., a team led by a core of expert engineers and scientists with established credentials and who remain focused on fundamentals. This nucleus consists of our Promoters and other key engineers with academic background primarily from the IITs/NITs/BITS through whom we have accumulated over 200 man-years of contribution. Such a nucleus continually reinforces our technical advantage, allowing us to maintain a leadership position over multi-year cycles of technologies applicable to diverse markets. This is visible through the continuous improvements in our product performance, new feature additions and increased adoption of our products. For example, our ISG ECUs have evolved through multiple generations, progressing from Generation 1 (Gen1) to the current Generation 3 (Gen3). Similarly, our GCs have advanced from Service Pack 0 (SP0) to Service Pack 3 (SP3).

Our technical nucleus has attracted other engineers with strong technical capabilities, strengthening our organization's ability to create and achieve widespread adoption of new technology propositions while maintaining high standards in quality and delivery. This structural advantage means that we are not only able to introduce innovations but also continue supporting and defending our competitive position over the lifespan of evolving industry technologies.

Our ability to deliver fresh and innovative technology is based on a disciplined approach to customer engagement and technology deployment. We serve leading OEMs *(Source: CRISIL Report)* in different regulatory driven sectors like gensets, 2/3W engine powered industry and electric 2/3W industry. In our experience, these customers typically engage suppliers in a rigorous, multi-stage process, beginning with concept vetting and technical evaluation, progressing through prototyping and extensive field trials, followed by limited-volume trials, ultimately culminating in mass production. For critical components, certain OEMs maintain long-term relationships with us, where the supplier ecosystem and underlying technologies tend to change infrequently and changes are undertaken with significant caution.

We typically initiate engagement through a distinct technical proposal, often accompanied by a compelling demonstration, offering clear advantages in performance, efficiency, cost, or reliability. When successful in attracting the attention of decision-makers in OEMs, this leads to pilot programs, where system integration, manufacturing viability, and durability are assessed collaboratively with the OEM. Only after multiple rounds of validation and technical refinement, often involving deep technical and commercial collaboration, do our products progress to full-scale series production.

By enabling the introduction of multiple new-to-the-market technologies into large OEM programs, often as the first player in India, as demonstrated above, we have established a reputation as a credible innovation partner. This credibility is reflected in the rapidly growing volumes of our products integrated with such technologies across OEMs, as indicated in the table below for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023.

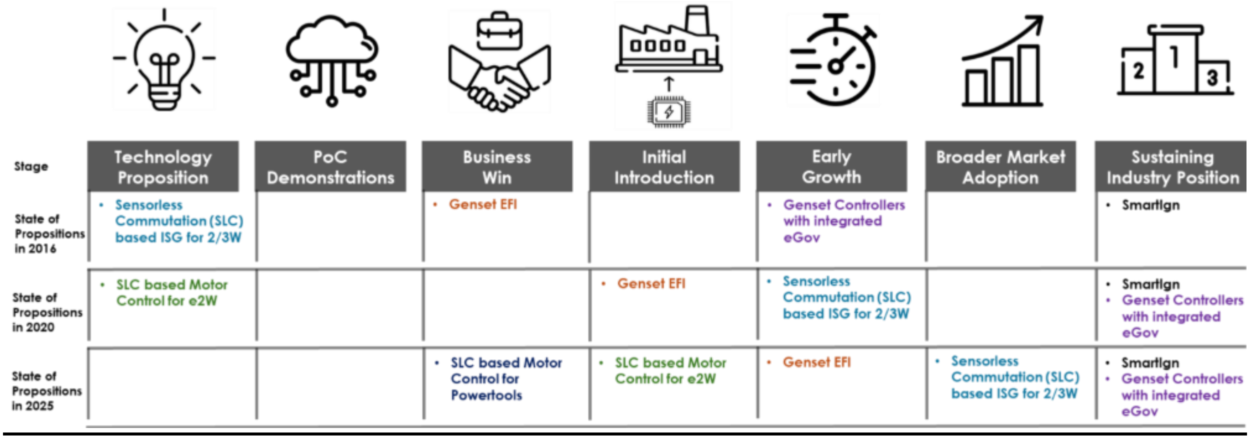
Product Segment	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Mobility				
ISG, EFI, ISG+EFI ECUs (control-intensive)	2,471,016	2,228,133	1,754,664	1,277,856
ISG, EFI, ISG+EFI ECUs (control-intensive) as a percentage of control-intensive products within the mobility segment (%)	98.18	99.58	99.44	99.94
EV Motor Control Units (control-intensive)	45,731	9,364	9,913	786
EV Motor Control Units (control-intensive) as a percentage of control-intensive products within the mobility segment (%)	1.82	0.42	0.56	0.06
Sub-total (A)	**2,516,747**	**2,237,497**	**1,764,577**	**1,278,642**
Industrial				
Genset Controllers (control-intensive)	119,684	120,924	128,305	132,745
Genset Controllers (control-intensive) as a percentage of control-intensive products within the industrial segment (%)	35.07	60.16	83.99	90.60
Genset EFI ECUs (control-intensive)	221,616	80,083	24,457	13,768
Genset EFI ECUs (control-intensive) as a percentage of control-intensive products within the industrial segment (%)	64.93	39.84	16.01	9.40
Sub-total (B)	**341,300**	**201,007**	**152,762**	**146,513**
Total (A+B)	**2,858,047**	**2,438,504**	**1,917,339**	**1,425,155**

Our process is designed to guide new propositions from ideation to market-wide adoption via seven key stages as highlighted in table below, depending on the market and the proposition:

Table 1	
Stage (Typical time spent in)	**Description**
Technology proposition ***(typically 1 to 2 years, if successful)***	Every substantial new technology initiative begins with an identification of industry pain points or envision “what could be” if we solve a technical challenge. Our multidisciplinary project teams analyse existing solutions, then simulate and iterate new technical concepts. Only those with demonstrable promise and market relevance progress further.
Proof-of-concept (PoC) demonstration ***(typically 0.25 to 0.5 years, if successful)***	Selected technologies are prototyped and demonstrated on real or representative equipment, typically to leading OEMs in the market. These demonstrations, often conducted on customer premises, begin building critical stakeholder conviction.
Commercial business win ***(typically 0.25 to 1 year, if successful)***	If technical feasibility and commercial value are established, the OEM may commit through a letter of intent or development contract, thereby becoming an anchor customer.

Table 1	
Stage (Typical time spent in)	**Description**
	Joint development then targets robust integration and validation of our technology within the customer's product cycles.
Initial introduction ***(typically 1 to 2 years)***	We work alongside the OEM to ensure seamless integration of the technology, including all necessary hardware, embedded software, and interface components into their manufacturing platform. Success is evaluated through initial production runs and subsequently receive strong positive feedback from end-users and field data.
Early growth ***(typically 2 to 3 years)***	On confirmation of reliability and market acceptance, anchor customers typically expand the solution across other product lines, deepening our presence as the primary supplier.
Broader market adoption ***(3 to 5 years)***	The success story and robust operational track record enable other OEMs to replicate adoption, supported by our capacity for additional customization and validation as required by different production environments.
Sustaining industry position ***(till the technology stays relevant)***	As the technology gains widespread usage, we invest in ongoing improvement, drive cost reductions, enhance feature sets, and support wider deployment across diverse use cases thereby reinforcing our sustained market leadership.

The infographic below sets forth evolution of our portfolio mix of key propositions over the last 10 years.



Current products and markets

Electronic controllers and mechatronic systems typically involve four core design aspects: (i) hardware; (ii) base software (handling initialization and hardware control); (iii) application software (logic of controlling the system in question); and (iv) mechanical integration.

Depending on specific requirements, a given component may present greater complexity in one or more of these domains. Our in-house engineering teams are structured to deliver complete ownership and integration of all four aspects, with intellectual property ("**IP**") strengths in base software and application software. The development of such proprietary software involves significant technical effort and has underpinned our product differentiation in the marketplace.

For customers seeking greater control over proprietary aspects of their equipment's behaviour, we also offer a CustomECU model, offering flexibility to our customers while maintaining our tight integration, i.e., ensuring that our solution works seamlessly with their equipment(s). This allows customers, often OEMs with strong technical teams, to develop and own their application software in-house, while we provide the hardware and base software layers (including hardware abstraction, core application functions, any proprietary technologies from our side and application programming interfaces). As a result, customers can keep their own differentiated logic or IP internal, while leveraging the robustness and scale of our hardware and software foundation along with any unique IP from our side.

We currently sell millions of control-intensive, critical-to-application controllers for complex systems globally across diverse markets every year. The key sectors include (i) Industrial: Generators – for which we supplied 201,007 control-intensive controllers during Fiscal 2025; (ii) Mobility: ICE 2/3W vehicles, - for which we supplied 2,228,133 control-intensive controllers during Fiscal 2025; and (iii) Mobility: electric two/three-wheeler vehicles and bicycles - for which we supplied 9,364 control-intensive controllers during Fiscal 2025. Apart from these, we are actively engaged in a development programme in the commercial vehicles sector and have had successful proof-of-concept demonstrations of our SLC based motor control in the power tools market and are also engaged in the introduction of ECUs for commercial vehicles.

Our flagship products include ISG ECUs, EFI ECUs, combined ISG+EFI ECUs, MCUs for electric vehicles, electric machines (magnetos / motors) for both engine-powered and electric bicycles and 2/3W and GCs.

The table below sets forth split of our revenue from operations within the mobility segment for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue generated from 2Ws with in the mobility segment (₹ million)	5,289.57	5,267.50	4,249.61	3,167.80
Revenue generated from 3Ws with in the mobility segment (₹ million)	1,193.95	370.15	271.84	224.25
Revenue generated from other products within the mobility segment (₹ million)	38.02	3.67	22.95	7.78
Revenue generated from mobility segment (₹ million)	6,521.78	5,641.32	4,544.40	3,399.83
Revenue generated from 2Ws with in the mobility segment (₹ million) as a percentage of Revenue generated from mobility segment (%)	81.11	93.37	93.51	93.18
Revenue generated from 3Ws with in the mobility segment (₹ million) as a percentage of Revenue generated from mobility segment (%)	18.31	6.56	5.98	6.60
Revenue generated from other products within the mobility segment (₹ million) as a percentage of Revenue generated from mobility segment (%)	0.58	0.07	0.51	0.22

The infographic below sets forth our current products as of the date of this Red Herring Prospectus across mobility and industrial segments:

Industrial: Generators

We have operated in the generator/genset controls market since 2010, offering a comprehensive portfolio that includes: (i) supervisory auto mains failure GCs; (ii) EFI ECUs; (iii) battery chargers; (iv) eGov controllers; and (v) digital automatic voltage regulators. According to the CRISIL Report, we are among the key global players with a global market share of 14% in Fiscal 2025 through our genset controllers and EFI ECUs for this market. We are the largest supplier of genset controllers in India with a market share of approximately 75%-77% during the nine months ended December 31, 2025 *(Source: CRISIL Report)*.

Our innovations, such as integrated eGov functionality, have improved performance and reduced costs for OEMs. AMF controllers, one of our key offerings, are designed to supervise mains supply, automatically start generator engines upon power loss, and transfer loads to ensure uninterrupted backup. These controllers execute advanced, real-time algorithms to monitor power supply quality and engine-health. We have cumulatively supplied more than 1.5 million components globally for this market, as of December 31, 2025. Given our significant market share in India as well as our global market share, our generator control propositions are currently in the 'Sustaining Industry Position' stage of our technology deployment (please refer to Table 1 on page 249).

Mobility: Engine-powered 2/3W vehicles

We supply a set of critical and non-critical controllers to this sector, including:

Product	Description
Integrated starter-generator (ISG) ECUs	These enable the magneto (alternator) to act as both starter and generator, eliminating the need for traditional starter motors and related assembly. A core differentiator is our sensorless commutation technology using proprietary algorithms to estimate relative rotor position, eliminating external hall-effect sensors, increasing reliability and enabling ISG also in vehicles with oil-immersed magnetos such as most motorcycles.
EFI ECUs	Providing precise fuel delivery while meeting emission norms.
Integrated ISG+EFI ECUs	Combining starter-generator and fuel injection controls into a single unit, streamlining electronics, and offering features such as torque assist and idle start-stop.
Other non-critical components	Including transistor-controlled ignition ("**TCI**") ECUs, voltage regulator rectifiers ("**VRR**"), turn indicator flashers, and gas level indicators.

As of the date of this Red Herring Prospectus, our ISG ECUs, and EFI ECUs are in the 'Broader Market Adoption' stage while our ISG+EFI ECUs are in the 'Initial Introduction' stage within our technology deployment stages (please refer to Table 1 on page 249).

We are also now engaged with OEMs on the supply of 'Magnetos', the electric machines or motors used alongside our ISG/ISG+EFI ECUs for engine-powered vehicles. Our offerings of these machines have architectures that may offer improved efficiency over other such machines, especially when used in conjunction with our ISG/ISG+EFI ECUs. As of the date of this Red Herring Prospectus, this is in an early part of the 'Initial Introduction' stage within our technology deployment stages (please refer to Table 1 on page 249).

Mobility: Electric 2/3W vehicles and Electric Bicycles

We have supplied critical, control-intensive MCUs for European electric bicycles since the third quarter of Fiscal 2023 and for Indian electric 2W/3W markets since the fourth quarter of Fiscal 2025. Key offerings include: (i) MCUs for power ratings from 500W (electric bicycles) to 2.5 kW (electric 2Ws), to 11 kW (electric 3Ws); and (ii) rare-earth free motors for electric bicycles.

The hardware MCU architecture for electric 2/3Ws is similar to our proven SLC-based ISG ECUs, allowing for significant scale advantages and rapid deployment potential as the market grows. This proposition is currently in the 'Early Growth' stage within our technology deployment stages (please refer to Table 1 on page 249).

Sales of products mentioned above have been the key driver of our financial and operational parameters as at / for the respective period/years summarized in the table below.

Parameter	As at / For nine months ended December 31, 2025	As at / Fiscal 2025	As at / Fiscal 2024	As at / Fiscal 2023
Total income (₹ million)	7,753.06	6,625.36	5,358.96	4,298.66
Revenue from operations (₹ million)	7,706.65	6,583.63	5,306.53	4,230.28
Profit for the period/year (₹ million)	714.98	470.45	58.78	85.73
Basic Earnings per equity share (₹)(1)	16.59*	10.93	1.45	2.12
Total Equity (₹ million)	4,104.80	3,033.81	1,241.22	1,150.25
Total borrowings(2) (₹ million)	468.92	496.18	1,506.18	1,096.07

Parameter	As at / For nine months ended December 31, 2025	As at / Fiscal 2025	As at / Fiscal 2024	As at / Fiscal 2023
Profit for the period/year Margin (%)(3)	9.28	7.15	1.11	2.03
EBITDA(4) (₹ million)	1,610.71	1,250.68	831.24	542.40
EBITDA Margin (%)(5)	20.90	19.00	15.66	12.82
RoCE (%)(6)	32.52*	33.79	28.87	17.51
RoE (%)(7)	20.03*	22.01	4.92	7.84
Debt – Equity Ratio(8)	0.17	0.21	1.37	1.16
Number of engineers from IITs, NITs and BITS(9)	158	120	99	65
Number of Control-Intensive Controllers Sold (numbers) (10)	2,858,050	2,438,518	1,917,339	1,425,155

** Not annualised.*

Notes:

1. *Basic EPS: the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period adjusted for bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.*
2. *Total borrowings include Current liabilities - Financial liabilities - Borrowings and Non-current liabilities - Financial liabilities - Borrowings.*
3. *Profit for the period/year margin (%) is calculated as profit for the period/year divided by revenue from operations. For reconciliation, of Profit for the period/year margin (%), please see "Management's Discussion and Analysis of Financial Condition and Results of Operations – NON-GAAP Measures" on page 441.*
4. *EBITDA is calculated as profit for the period/year plus finance costs, depreciation and amortization expense plus total tax expense. For reconciliation of EBITDA, please see "Management's Discussion and Analysis of Financial Condition and Results of Operations – NON-GAAP Measures" on page 441.*
5. *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from operations. For reconciliation, of EBITDA Margin (%), please see "Management's Discussion and Analysis of Financial Condition and Results of Operations – NON-GAAP Measures" on page 441.*
6. *RoCE (%) is calculated as Earnings before Interest and Taxes divided by Capital Employed. Earnings before Interest and Taxes is calculated as profit for the period/year plus finance costs and total tax expense. Capital employed is calculated as Tangible Net Worth plus Total Debt. Tangible Net Worth is calculated as Total Equity minus Other intangible assets, Intangible assets under development, Deferred tax assets (net) plus Deferred tax liabilities (net). Total Debt is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities. For reconciliation, of RoCE(%), Tangible Net Worth and Total Debt, please see "Management's Discussion and Analysis of Financial Condition and Results of Operations – NON-GAAP Measures" on page 441.*
7. *RoE (%) is calculated as Profit for the period/year divided by average Total equity. Average Total equity is average of closing Total equity as on closing day of financial period/year and opening equity of opening day of financial period/year. For reconciliation of RoE (%), please see "Management's Discussion and Analysis of Financial Condition and Results of Operations – NON-GAAP Measures" on page 441.*
8. *Debt - Equity Ratio is calculated as Total Debt divided by Total equity. Total Debt is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities. For reconciliation of Debt – Equity Ratio and Total Debt, please see "Management's Discussion and Analysis of Financial Condition and Results of Operations – NON-GAAP Measures" on page 441.*
9. *No of engineers in our engineering team from IITs, NITs and BITS.*
10. *Total number of Integrated Starter Generator Engine Control Unit, Integrated Starter Generator + Electronic Fuel Injection Engine Control Unit, Electronic Fuel Injection Engine Control Unit, Electric Vehicle Motor Control Unit, Genset Control Unit (control-intensive controllers) sold.*

Products and markets under development

Mobility: Commercial Vehicles and Industrial: Power Tools

We engage with the leadership team of new customers and leaders of new markets primarily through networking, often through conferences, expositions, or through direct connections enabled by consultants or board members. Operating as a B2B player, we do not invest in direct advertising to attract new customers.

Through these engagement channels, we have expanded our presence across multiple market segments beyond our core engine-powered 2/3W, electric 2/3W, and gensets businesses. One such product proposition is for aftertreatment control in heavy-duty, diesel-powered commercial vehicles, which is currently in the 'Initial Introduction' stage within our technology deployment stages. This control-intensive ECU is critical for meeting the BS-VI targeted emissions in commercial vehicles. We are also engaging in both ICE and electric-powered light commercial vehicle (LCV) markets through our EFI ECUs and MCUs. These are in the early 'Commercial Business Win' and 'Proof of Concept (PoC) Demonstration' stages, respectively, of our technology deployment stages (please refer to Table 1 on page 249).

We have also been engaged in the market for power tools, where our SLC motor control technology sees traction within the battery-powered tools market based on our current engagements. We have successfully conducted Proof-of-Concept demonstrations to multiple key global players in this market, with the performance of our technology being on par with the existing state-of-the-art that uses built-in position sensors on the motors used, with improvement in reliability coming in from the elimination of position sensors. According to the CRISIL Report, in 2024 global power tool sales by volume were 334.7 million units with a growing trend for battery-powered tools. This proposition is currently in the 'Commercial Business Win' stage within our technology deployment stages (please refer to Table 1 on page 249).

Competitive Landscape and Our Strengths

The core of our competitive environment consists of two principal Tier-I supplier categories. The first group comprises companies that acquire proven technologies from global manufacturers with the ability to adapt these designs to serve their customers or who partner with technology companies primarily for technologies and product designs, without significant, in-house R&D capability through a joint venture. While these suppliers can offer improvements by leveraging externally sourced technology, their capacity for step-change innovation is fundamentally constrained by reliance on third-party and limited in-house engineering resources. The second major group includes suppliers who have had a history of proposing and commercializing new technologies, maintaining full design ownership and often driving technology adoption among OEMs. These organizations possess deep technical capability, capacity to introduce new technology platforms and the ability to carry out end-to-end design and development of their products. However, the scale and legacy systems can sometimes inhibit rapid adaptation to customer-specific requirements for suppliers who are dependent on their global parent group *(Source: CRISIL Report)*.

Our competitive advantage lies in the conception of novel technologies and end-to-end ownership of such technology as well as designs of associated products that integrate such technologies, all designed and developed in-house. This enables both rapid innovation and agile delivery of advanced, differentiated solutions. This approach delivers several tangible benefits, as follows:

- ***First-to-Market advantage*:** Some of our key differentiated, critical, control-intensive technology/ product propositions, such as SLC motor control technology and associated products with applications in different markets, genset controllers with integrated eGov function, and SmartIgn technology for carburetted 2/3Ws, enjoy first-mover advantages within those markets and have enabled our customers to offer features appreciated by end-users. This has helped us to drive industry-wide adoption of them and secure/ maintain strong positions within our markets.

- ***Agility*:** Our full control over design, engineering, and manufacturing along with a technically strong team empowers us to quickly develop, validate, and scale customized solutions in response to changing market or supply conditions. Furthermore, our technical strength and end-to-end ownership of the technologies and product designs enable us to carry-out quick root cause analyses of failures. Such agility is typically seen as a significant positive by OEMs *(Source: CRISIL Report)*.

- ***Synergy across markets and products*:** Complete ownership of core technologies allows us to efficiently transfer proven solutions and technical learnings across markets while leveraging aggregated volumes for procurement advantages, particularly in semiconductors.

- ***Continued ability to build fresh propositions*:** We demonstrate a sustained record of launching first-to-market, differentiated technologies that establish market leadership, such as SLC motor control technology and associated products with applications in different markets, and genset controllers with integrated eGov function, with each new product embedding our platforms further into customer operations. This continuity is underpinned by a high-quality technical nucleus and strong engineering expertise, enabling us to thrive across evolving product cycles and industry shifts.

- ***Quality and Delivery*:** Through extensive validation, effective processes and procedures, and large-scale implementation of our technologies and products, we have been able to demonstrate consistently low part failure rates. Our strong quality and delivery record, coupled with our differentiated propositions, has established us as an innovative and reliable partner.

Detailed Description of our Competitive Strengths

First-To-Market Advantage Driving Market Leadership, Creates High Entry Barriers, and Enables Sustained Competitive Advantage

We have been first-to-market on several of our key differentiated, control-intensive propositions *(Source: CRISIL Report)*, creating strong entry barriers for potential competitors. This positioning enables us to establish and maintain market leadership, influence industry adoption trends, and enhance our competitive advantage as the dominant player in those markets.

Critical, control-intensive technologies and products undergo extensive validation before their initial introduction. OEMs introducing such solutions invest significant resources in their implementation, integration, and validation, thereby creating a barrier to switching to alternative technologies *(Source: CRISIL Report)*.

Being first-to-market enables us to gain a comprehensive understanding of how our technology performs in specific applications, including valuable early customer feedback. This head start, combined with our agility, helps us to introduce successive generations of products, continuously raising industry benchmarks and making it increasingly challenging for competitors that follow.

Examples of our differentiated propositions which have enjoyed first-mover advantage include our eGov integration in GCs, SLC-based ISG and SmartIgn *(Source: CRISIL Report)*. We have been able to achieve widespread adoption and market leadership in all of these propositions over a period as evident in our track record. For example, according to the CRISIL Report, we are the first company globally to develop, design, and manufacture sensorless ISG systems for small 2/3W ICE-powered vehicles. Our sensorless ISG units are installed in more than 9.2 million vehicles in India and abroad, and we are ranked among the top global players by ISG sales for these sectors as of December 31, 2025, according to the CRISIL Report. Furthermore, in the genset controller market, we lead in India with an approximately 75%-77% market share by volume for the nine months ended December 31, 2025, and rank amongst the top global suppliers with a market share of 14% globally by volume for this industry, for Fiscal 2025 *(Source: CRISIL Report)*. We are also recognized, as the first player to offer electronic governing as an integrated feature within genset controllers in India, since 2014, with over 250,000 generator sets featuring eGov as of December 31, 2025.

First-mover advantage allowed us to commercialize and achieve significant growth in SmartIgn, which has been shipped for integration in more than 43.6 million vehicles cumulatively from its launch in 2012 until December 31, 2025. Similar advantage and corresponding widespread usage are visible in our other propositions, including genset controllers with integrated electronic governing, where our controllers have been shipped out for integration in more than 1 million gensets from their launch in 2014 to December 31, 2025 (*Source: CRISIL Report*).

Together, these elements create a virtuous cycle, i.e., pioneering launches deliver early feedback; rapid learning enables quick product evolution; deep integration with customers strengthens our position; and ongoing improvement secures our leadership. Our dynamic first-mover advantage is sustained by technical expertise, a strong culture of innovation, and strategic investment.

Agility At Scale Through Integrated Design, Engineering, and Manufacturing Enables Rapid Innovation and Swift Market Response

Our agility at scale is derived from complete ownership of product design, engineering, and manufacturing. Such ownership enables us to move with agility from concept and validation to large-scale production without dependence on third-party licensors, technology partners, or outsourcing. As a result, we retain full control throughout the product lifecycle, supporting prompt and flexible responses to customer requirements, regulatory developments, and unexpected technical or supply chain challenges. We believe that this degree of integration provides us with competitive advantages against our peers.

Central to this strength is our organizational resource pool of skilled engineers with strong academic backgrounds, led by one of our Promoters and our Chief Technology Officer, Anaykumar Avinash Joshi. Anay oversees all research, development, and product innovation and has played a principal role in developing and scaling our differentiated sensorless motor control technology, shaping the strategic direction of our technology platform. Together, Anay and our engineering team develop an in-depth understanding of how our products operate in real-world conditions. This expertise enables them to diagnose technical issues quickly and adapt our solutions to meet new customer requirements or regulatory changes. Such expertise is particularly valuable to Tier-1 technology suppliers like us, where product adoption often coincides with OEM model launches or evolving regulatory standards.

Our technical nucleus is strengthened by a culture that attracts and nurtures talented engineers from leading institutions. As of December 31, 2025, our wider engineering team had 244 members, with 64.75% holding qualifications from the IITs, NITs, and BITS. This deep pool of capability ensures that we can mobilize expertise swiftly, supporting innovative problem-solving and new product development in response to industry shifts.

A clear demonstration of this agility occurred during the global semiconductor supply chain disruption caused by the COVID- 19 pandemic. Our team created alternate designs with urgency, using the components with higher availability/ visibility to ensure that our customers did not suffer any loss of production due to us, across the diverse markets that we serve. Leveraging proven in-house technology to enter a time-sensitive new market enabled us to minimize time to market and maintain our customers' ability to deliver vehicles, despite global shortages. The combination of our technical leadership, integrated operations, and a strong engineering resource pool ensures that the combination of our differentiated, control-intensive propositions and agility is difficult for others to replicate and supports our ongoing commercial success.

Synergies Driving Cross Market Technology Use, Procurement Advantages, and Robust Partnerships

As originators and owners of our core technologies, we control both their initial development and continual evolution. This complete ownership and our focus towards actively looking for opportunities that allow us to transfer proven technical solutions and technical learnings from one market to an adjacent market have led us to establish strong synergies in our efforts across markets. As a result, we not only enhance technical performance and robustness of our offerings in new markets but also achieve significant benefits through consolidated procurement and economies of scale while building strong, entrenched relationships with our key suppliers.

For example, our motor control architecture, originally developed for ISG applications in engine-powered 2/3W vehicles, has been successfully adapted for use in electric two- and three-wheelers, and is now being carried to markets we are new to, such as power tools. Another example of a benefit was the adaptation of an EFI ECU, developed for the North American, natural gas-powered generator engines, to cater to an urgent need within an Indian engine-powered motorcycle, where there were supply-related concerns post COVID-19. This allowed us to enter the EFI ECU supplies in the Indian 2/3W market and further create a compelling ISG+EFI integrated ECU proposition, with the elimination of duplicated electronics, aiding faster adoption of our SLC-based ISG technology by OEMs.

An active focus on leveraging this synergy means that each deployment in new markets benefits from prior validation, field testing, and improvement in earlier markets. By building on success in earlier markets, our products have become increasingly reliable and competitive, making it easier for new customers/ markets to adopt them.

Our proactive approach to looking for synergies across markets we serve also drives meaningful economies of scale, building strong, entrenched relationships with the global suppliers of key raw materials, semiconductor components in our case, allowing us to build and sustain a robust supply chain and drive long-term price advantages that we can transfer to our customers, while simultaneously reducing our cost of goods sold. These advantages have enabled us to build and sustain long-term partnerships with OEMs, who look to us as a dependable, consistent provider of value-engineered, control-intensive products across product generations and market cycles.

Continued Ability to Innovate, Scale, and Embed Differentiated Technologies

Our sustained capacity to launch and scale differentiated technologies across diverse markets clearly sets us apart from competitors. We consistently turn concepts into real-world solutions, drawing on the expertise of our highly qualified engineers and scientists, supported by institutional knowledge. This team approach ensures innovation is continuous rather than occasional, enabling rapid product evolution in response to changing market dynamics and customer needs. Our emphasis on continual innovation and improvement is evident not only in the generational changes in our GC and ISG ECU products over time but also through features including idle start-stop and torque assist that have improved our customers' or end-users' experience.

Our core engineering and leadership teams are the driving force behind this ability. Their technical depth, combined with a sharp understanding of complex system behaviours, enables us to create solutions that are difficult to replicate. Over time, this approach has delivered multiple successful product introductions and enabled profitable expansion into new markets, such as our SLC-based ISG ECUs, EFI ECUs, ISG+EFI ECUs, and MCUs for the 2/3W mobility markets; ACMs for the commercial vehicle mobility market; and EFI ECUs for the industrial markets, amongst others.

Our culture of innovation is nurtured by both organizational leadership and technical teams. Amit Dixit, one of our Promoters and Joint Managing Director, has led technology exploration and played a central role in pioneering new platforms, including our sensorless motor control technology. His continued involvement ensures we remain at the forefront of emerging opportunities.

Our dual strengths, i.e., disciplined, ongoing technical delivery paired with leadership, enable a reliable pattern of successful product and technology launches. Each new deployment embeds our platforms deeper into customer operations and reinforces our long-term relationships, while raising barriers to substitution and competitor entry. Ultimately, this model supports sustained profitability, strengthens customer dependence, and gives us a clear advantage in both competitive tenders and enduring partnerships.

Quality, Traceability, and Reliable Delivery

A critical foundation of our sustained success lies in our commitment to quality and reliability, especially in critical, control-intensive products where a failure results in the end-user's equipment being rendered unusable. Our products undergo rigorous, validation protocols to ensure robust performance under demanding conditions. We proactively monitor product outcomes using tailored failure metrics for each sector we serve, allowing us to benchmark our performance and continuously enhance our processes.

Guided by one of our Promoters and Chief Operating Officer, Manish Sharma, we have established a mature manufacturing system that incorporates complete traceability from raw material through to finished goods. This ensures consistent quality and transparency at every stage of production.

The table below sets forth details of our warranty expenses as a percentage of total expenses as well as revenue from operations during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Warranty expenses (₹ million) (A)	24.13	13.37	3.28	3.92
Total expenses (₹ million) (B)	6,670.36	5,948.37	5,270.83	4,218.59
Warranty expenses as percentage of total expenses (%) (C=A/B)	0.36	0.22	0.06	0.09
Revenue from operations (₹ million) (D)	7,706.65	6,583.63	5,306.53	4,230.28
Warranty expenses as percentage of revenue from operations (%) (E=A/D)	0.31	0.20	0.06	0.09

Our response to the global semiconductor shortage further demonstrated our reliability: rapid product redesign and agile supply management enabled us to maintain uninterrupted deliveries, ensuring that customers experienced no production stoppages attributable to us, despite significant global disruption. These strengths, combined with disciplined cost efficiency, have enabled us to successfully scale products such as controllers for generator sets and our SLC-based motor control systems for automotive and industrial customers, establishing our position as a supplier of choice for OEMs that prioritize innovation coupled with reliability.

Our Growth Strategies

Our strategic priorities are designed to achieve our goal of becoming a globally respected supplier of innovative, control-intensive technologies that see widespread adoption, while demonstrating robust growth, profitability, and capital efficiency.

Expand Technologies and Products Across Multiple Large Markets

A key strategy of ours is to develop and deliver technologies and products that address multiple large mobility and industrial markets across diverse geographies. We deliberately avoid restricting our attention to just one or two sectors or to small, niche sectors. Instead, we aim to serve large end-markets, such as high-volume mobility and some select industrial markets, ensuring that our product platforms are relevant globally with a meaningful size of business. For example, we offer a comprehensive portfolio ranging from ISG ECUs and EFI ECUs for engine-powered 2/3Ws to controllers for the genset market. We also continue to expand into high-potential growth areas, including power tools, outdoor powered equipment, and commercial vehicle applications.

Our launch of an aftertreatment controller for an Indian commercial vehicle OEM, with series supply, is currently under validation. Similarly, our SLC motor-control technology being adapted and demonstrated to global players, demonstrates our intention to address large adjacent sectors such as power tools, which witnessed sales of 334.7 million units during 2024, according to the CRISIL Report. By prioritizing entry into multiple large markets, we intend to foster global relevance, broaden our revenue base, strengthen our adaptability, and achieve sustained business growth.

Drive Technology and Product Differentiation

We are committed to ongoing investment in differentiated, innovative technologies and products tailored to the unique needs of each market. Our approach is to design and deliver control-intensive offerings that provide tangible value and critical functionality for OEM customers, such as improved performance, customer experience, and enable them to comply with regulatory norms. We have successfully developed technologies with such differentiation and offered related products to the markets, including sensorless motor control (ISG, ISG+EFI ECUs), integration of electronic governing in GCs, TCIs with SmartIgn technology, rare-earth-free motors, and continue to do so.

Furthermore, we do not pursue widely available technologies/ products which lack distinctiveness. By avoiding commoditized products and focusing on value-added differentiation, we secure a reputation as a provider of innovative, complex technologies and products, enhancing industry-wide respect, supporting leadership, and maintaining healthy profitability that supports fueling further technology development efforts.

Offer A Suite of Control-Intensive Products for Each Market

We intentionally aim to establish ourselves within each key market by offering a diverse array of critical, control-intensive solutions, rather than limiting our range to one or two products per sector. We currently sell critical, control-intensive products like ISG, EFI, and ISG+EFI ECUs and MCUs for the two/three-wheeler mobility applications and GCUs and EFI ECUs to the genset market.

This multi-product approach allows us to deepen our relationship with customers, increase value per unit of equipment, and serve a broader spectrum of their needs. It also enhances capital efficiency by generating multiple revenue streams for a single market while providing customers with integrated solutions, as seen in our line-up for both powertrain and generator applications. We consciously avoid narrow engagement models that would weaken our value proposition over time.

Build and Sustain Partnerships with Market Leaders

We prioritise long-term, entrenched partnerships with leading OEMs. For first commercial launches, our preference is to work with established, technically capable customers who can commit to rigorous technology validation and invest in early adoption. This focus on working with leaders increases the likelihood of successful integration and technology creation and reinforces our position as a respected solutions provider.

Our long-term relationships with market leaders in both the mobility and industrial segments, combined with our engineering strength and agility, have supported the introduction of new technologies and products into series production as detailed above.

Leverage Synergies Across Markets, Products, and Supply Chains

We continuously seek to unlock efficiencies and advantages by deploying shared technology platforms and streamlining supply chains across our product and market portfolio. Rather than permitting business units and engineering teams to operate as isolated silos, we encourage cross-functional collaboration, i.e., designing products with common core architectures that deliver substantial product robustness, cost, scalability, and speed-to-market benefits. By concentrating on synergies and the offering of robust products with cross-market learnings incorporated, we drive, profitability, improve capital efficiency, foster industry respect, and reinforce widespread adoption of our technologies.

BUSINESS OPERATIONS

Key Products

The table below sets forth details of our key products for small engine powered vehicles, small electric vehicles, e-bike, generators, which are currently in production and ready for commercial production (indicated by *):

Mobility

Engine-powered Two and Three Wheelers

E-bikes

Small electric vehicles for e-scooters, e-rickshaws, and e-LCVs

Commercial Vehicles

Generators

Industrial: Generators

The table below sets forth volume of products for gensets sold during the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Product Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Genset Controllers (control-intensive)	119,684	120,924	128,305	132,745
Genset EFI ECUs (control-intensive)	221,616	80,083	24,457	13,768

Mobility: Engine-powered 2/3W vehicles

The table below sets forth volume of products for engine powered vehicles sold during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Product Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
ISG, EFI, ISG+EFI ECUs (control-intensive)	2,471,016	2,228,133	1,754,664	1,277,856
TCIs, VRRs	2,096,475	2,504,034	2,516,509	2,452,492

Mobility: Electric 2/3W vehicles

The table below sets forth volume of products for electric vehicles sold during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Product Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
EV Motor Control Units (control-intensive)	45,731	9,364	9,913	786

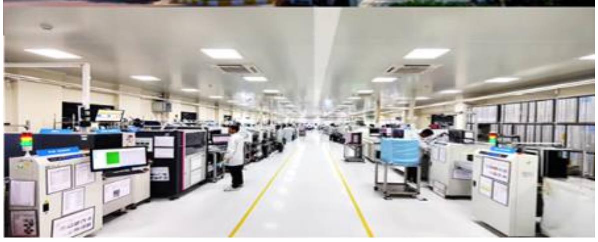
Technical Centres and Manufacturing Facilities

As on the date of this Red Herring Prospectus, we operate two (2) technical centres and two (2) operational manufacturing facilities, all located in Pune, Maharashtra, India. Our Registered and Corporate office is also co-located with one of our technical centres. For further details, see "- *Properties*" on page 272.

The technical centres comprise substantial lab space dedicated to product development, prototyping, and validation activities. We fulfil the majority of our testing and validation requirements in-house to maintain agility.

Details of our technical centres and manufacturing facilities are set out in the table below:

Facility	Images of the Facility and Operations including Under-Construction Facility, as applicable	Utilized for/To be utilized for
Technical Centre 1 and Corporate Office ("**TC1**"), Baner, Pune, India Area: 33,000 sq.ft.		Design, development and validation of all products.

Facility	Images of the Facility and Operations including Under-Construction Facility, as applicable	Utilized for/To be utilized for
Technical Centre 2 ("**TC2**"), Baner, Pune, India Area: 27,000 sq.ft		Design, development and validation of all products
Manufacturing Facility 1 ("**MF1**"), Chakan, Pune, India Area: 40,000 sq.ft.	 	Manufacturing of all Genset Controllers, ISG ECUs, EFI ECUs, ISG+EFI ECUs, MCUs,
Manufacturing Facility 2 ("**MF2**"), Wadgaon Pune, India Area: 8,000 sq. ft.		Manufacturing of all TCIs, VRRs, Flashers
Manufacturing Facility 3 ("**MF3**"), Chakan, Pune, India Area: 80,000 sq.ft. Under-construction	*Under construction image* 	Manufacturing of all controllers

Facility	Images of the Facility and Operations including Under-Construction Facility, as applicable	Utilized for/To be utilized for
Manufacturing Facility 4 ("**MF4**"), Chakan, Pune, India Area: 9,300 sq. ft. Manufacturing line set-up under process.		Manufacturing of electric motors

Land Acquisition for Manufacturing Expansion

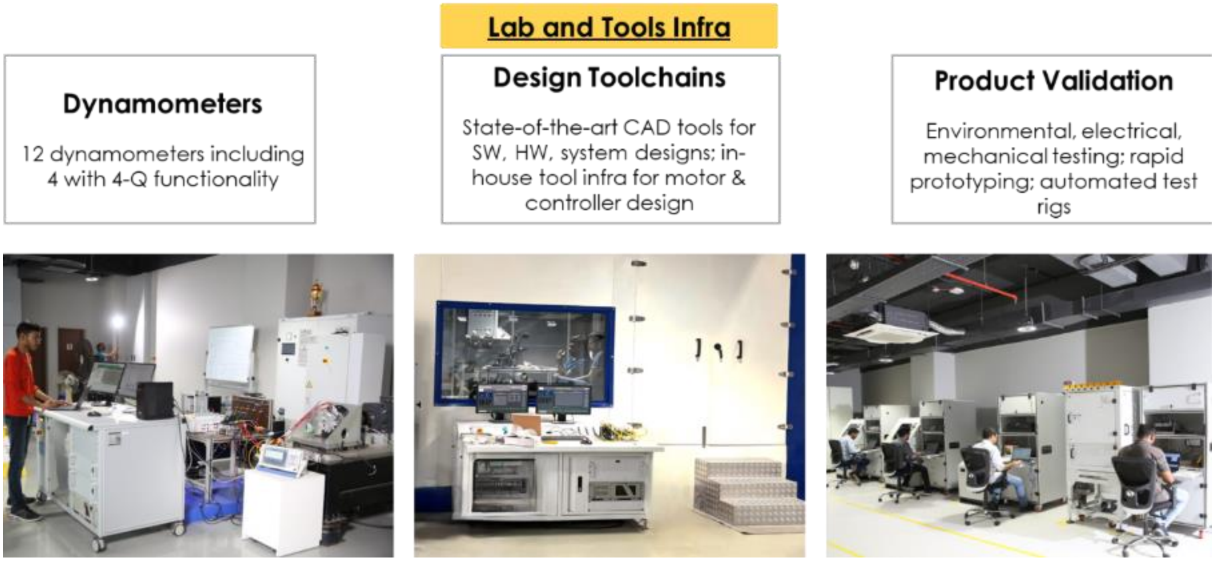
Our Company pursuant to an application dated January 24, 2026 applied for allotment of 13.45 acres of industrial complex plot in Shoolagiri Industrial Park, SIPCOT Industrial Complex, Hosur, Tamil Nadu. State Industries Promotion Corporation of Tamil Nadu Limited ("**SIPCOT**") pursuant to an allotment order dated February 11, 2026 ("**Allotment Order**"), has approved allotment of the land on lease for a period of ninety-nine years for setting up an industrial unit for the manufacture of controllers/ECUs, electric motors and associated peripheral electricals and mechanicals. Our Board of Directors in its meeting held on February 16, 2026, has accepted the Allotment Order and pursuant to a letter dated February 17, 2026, we have responded to SIPCOT acknowledging the acceptance of the Allotment Order.

Technical centres

We have two technical development centres based in Pune, Maharashtra, each with dedicated lab spaces and equipment for the development of products for both engine-powered and electric vehicular systems. Our equipment includes dynamometers for the development and calibration of motors and motor control units for ICE-powered and electric mobility applications, a two-wheeler chassis dynamometer for the development of engine control units, and other in-house product validation equipment, including cold chassis chambers, environmental chambers, vibration shakers, salt spray chambers, and more for validating designs before implementation in systems. Easy access to such equipment allows our engineering team to rapidly build system understanding and supports agile development of technology and products.

Early-stage design validation and quick design modifications, where necessary, help shorten the product development lifecycle without compromising design quality. These in-house facilities provide our engineering team with ready access to essential equipment, enabling them to build system understanding quickly and support the rapid development of robust technologies and products through exhaustive validation.

Our technical centre structure is highlighted by way of the illustrative image below:

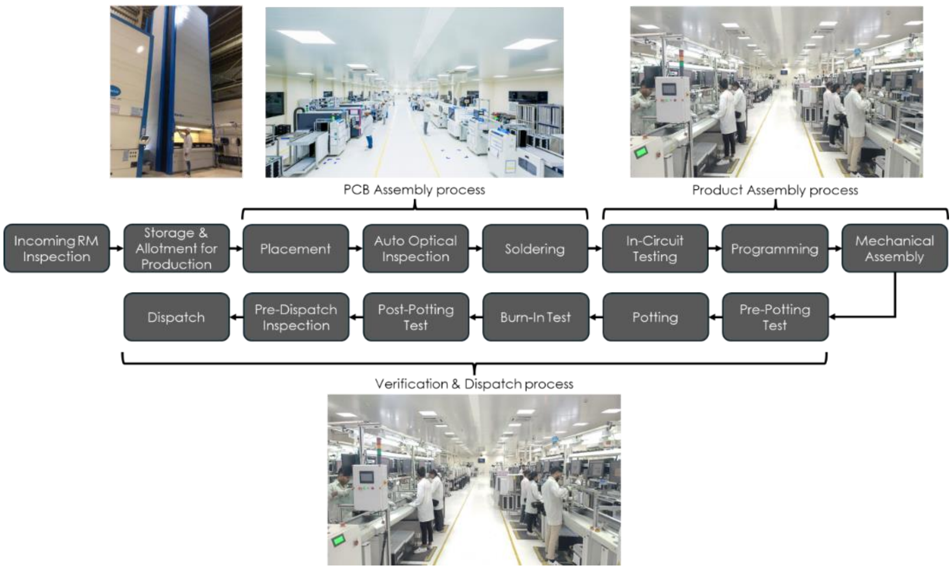


Manufacturing Facilities

We operate two operational manufacturing facilities: MF1 located in Chakan, Pune, India, and MF2 located in Wadgaon, Pune, Maharashtra, India, are dedicated to manufacturing electronic controllers. These manufacturing facilities are certified to ISO 9001 and IATF standards to ensure the quality of our products. Our facilities also include temperature- and humidity-controlled chambers for raw material storage, which are essential for semiconductor materials. In addition, we can periodically validate products against design expectations.

Manufacturing process

A typical process flow at our manufacturing facilities is outlined below. As highlighted in the process chart below, our manufacturing operations place significant emphasis on early fault detection, traceability for a tighter control on quality, cost and delivery of the products that we manufacture.



We convert raw materials such as printed circuit boards ("**PCBs**"), semiconductors, enclosures, and other components into electronic control units following the process as highlighted in the infographic above. The process begins with receipt of the raw materials for our products from our vendors, followed by an inspection based on parameters such as packaging damage, correctness of the part numbers, shelf life of the parts, and verification of dimensions and aesthetics for mechanical parts. This early-stage inspection helps detect potential failure modes. The raw materials are then allocated to our manufacturing line based on the production plan. The components used have complete traceability and are verified automatically once loaded in the pick-and-place machines on the line to detect any potential deviations.

This is followed by the PCB assembly process, starting with the placement of semiconductor components on the PCBs, followed by inspection and soldering. Soldering establishes solid electrical connections between the semiconductor components and the PCBs. Once soldered, these are typically referred to as ‘assembled PCBs’ or PCBAs.

The PCBA then undergoes electrical or in-circuit testing (“**ICT**”), where component values are verified, enabling early detection of failures in passive components. Passive components, such as resistors and capacitors, do not alter their characteristics or functions based on the electrical input, whereas active components include microcontrollers, transistors, field-effect transistors, and application-specific integrated circuits, which actively respond to electrical signals.

After ICT, we program the relevant product software into the microcontroller assembled on the PCB. The PCBA is then integrated into a product housing or casing.

At this semi-finished stage, the product undergoes a pre-potting functional test. Potting involves filling the housing with epoxy material to seal the PCBA, protecting it from dust and water intrusion and enhancing its mechanical robustness. The potted controller is then subjected to worst-case load scenarios, often at elevated ambient temperatures, to stress-test the controller through burn-in tests.

Once these tests are complete, we check the controllers for functionality to confirm that all components are performing to specification. The units then proceed to pre-dispatch inspection and packaging. Finally, we dispatch the packaged controllers to our customers' manufacturing plants (i.e., OEMs), where the controllers are integrated into the finished equipment, which is then shipped to end users through the OEMs' sales channels.

Capacity of Our Manufacturing Facilities

Our capacity increases are typically achieved through the addition of new machinery and equipment. We regularly assess the feasibility of such expansions, which depend on the availability of space, equipment, and required capital expenditure. As capacity additions usually require a minimum lead time of three to six months, we make advance investments where appropriate. We generally maintain our capacity utilisation at around 80% to 85%. This provides us with flexibility to address sudden changes in demand or unexpected downtime, while continuing to fulfil our customers’ estimated requirements.

To support our continued growth, we have consistently increased the total capacity of MF1, our facility for control-intensive products. Installed capacity has grown from 2.47 million ISG ECUs as of March 31, 2023 to 3.04 million ISG ECUs as of March 31, 2024 and 3.99 million ISG ECUs as of March 31, 2025.

During this period of capacity expansion, our production volumes and utilisation rates at MF1 have also been consistent or improved. Our capacity utilisation increased from 75.95% in Fiscal 2023 to 74.81% in Fiscal 2024 and 76.42% in Fiscal 2025. For the nine months ended December 31, 2025, the utilisation rate was 93.39% reflecting strong operational performance for that period.

Installed Capacity, Actual Production and Capacity Utilization

The information relating to the installed capacity, actual production and capacity utilization of our manufacturing facilities included below and elsewhere in this Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account in the calculation of our capacity, and these have been certified by Uday Dattatraya Sathe, independent chartered engineer, pursuant to a certificate dated February 25, 2026.

Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing facilities included in this Red Herring Prospectus. See “*Risk Factors – Information relating to our annual installed capacity, annual average available capacity, actual production and the capacity utilization of our manufacturing facilities included in this Red Herring Prospectus is based on various assumptions and estimates. Undue reliance on the capacity information or historical capacity utilization data for our current manufacturing facilities included in this Red Herring Prospectus.*” on page 47.

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The table below sets forth details of capacity details for MF1:

December 31, 2025			March 31, 2025			March 31, 2024			March 31, 2023		
Installed capacity (in equivalent ISG units) (1) (4)	**Actual Production (in equivalent ISG units) (2)**	**Capacity Utilization (%)**	**Installed capacity (in equivalent ISG units) (1)**	**Actual Production (in equivalent ISG units) (2) (4)**	**Capacity Utilization (%)**	**Installed capacity (in equivalent ISG units)(1)**	**Actual Production (in equivalent ISG units)(2)**	**Capacity Utilization (%)**	**Installed capacity (in equivalent ISG units) (1)**	**Actual Production (in equivalent ISG units) (2)**	**Capacity Utilization (%)**
43,74,018	40,84,922	93.39	3,998,007	3,055,173	76.42	3,036,456	2,271,608	74.81	2,467,128	1,873,848	75.95

Notes:

(1) *Manufacturing capacity of critical, control intensive products at MF1 is normalized (converted) against number of ISG ECUs. This is essential considering that different products take different time for the conversion of raw material to finished good. We map this time for every product and divide it by the time taken to produce an ISG ECU to create a ISG equivalent ratio for it.*

(2) *For capacity calculations, actual production is also converted to ISG equivalent units and % is worked out considering Installed Capacity in ISG equivalent units. ISG equivalent ratios are periodically reviewed to ensure they reflect any changes in product design or manufacturing processes.*

(3) *Installed capacity increased by 961,551 equivalent ISG ECUs, or 31.67%, from 3,036,456 at March 31, 2024 to 3,998,007 at March 31, 2025, primarily as a result of planned capacity expansion. Actual production increased by 783565 equivalent ISG ECUs, or 34.49%, from 2,271,608 at March 31, 2024 to 3,055,173 at March 31, 2025.*

(4) *Installed capacity as of December 31, 2025 is determined on a pro rata basis. We calculate this by taking the full-year installed capacity as at March 31, 2025 (including any pro-rated capacity increase during the period), dividing the total by four to reflect the quarterly figure, and multiplying the result by three. In contrast, actual production for the nine months ended December 31, 2025 represents the exact production recorded during the period and is not calculated on a pro rata basis. This distinction ensures that the utilisation rate accurately reflects operational output for the reporting period. In the nine months period ended December 31, 2025, we had added capacity from September 2025 through additional machines.*

The table below sets forth details of capacity details for MF2:

December 31, 2025			March 31, 2025			March 31, 2024			March 31, 2023		
Installed capacity(1)(4)	**Actual Production 4)**	**Capacity Utilisation (%)(2)(4)**	**Installed capacity(1)(4)**	**Actual Production 4)**	**Capacity Utilization (%)(2)(4)**	**Installed capacity(1)(4)**	**Actual Production 4)**	**Capacity Utilization (%)(2)(4)**	**Installed capacity(1)(4)**	**Actual Production 4)**	**Capacity Utilization (%)(2)(4)**
33,13,257	26,92,356	81.26	4,417,679	3,774,399	85.44	4,417,679	3,766,691	85.26	4,417,679	3,548,887	80.33

Notes:

(1) *Installed capacity at MF2 relates to non-critical products and is presented on an actuals basis rather than using normalised or equivalent units. Each product's installed capacity reflects the actual number of units that can be produced, without conversion into a core product equivalent, as all products require broadly similar production processes and time. Therefore, both installed capacity and actual production for MF 2 represent true physical units produced or capable of being produced for each product.*

(2) *Capacity utilisation for MF2 is calculated as actual production divided by installed capacity for the relevant period*

(3) *Installed capacity at MF2 as of nine months ended December 31, 2025 is determined on a pro rata basis by dividing the full-year installed capacity as at March 31, 2025 by four (as no additional capacity was added during the nine months period ended December 31, 2025) and multiplying the resultant by three. In contrast, actual production for the nine months period represents the precise number of units manufactured during the period, not calculated pro rata. This facilitates an accurate comparison between production and capacity for the reporting period.*

(4) *The decrease in production and capacity utilisation at MF2 during the nine months period ended December 31, 2025 is primarily due to a shift in the Company's product mix, driven by increasing market demand for our control-intensive products principally manufactured at MF1. This transition is evidenced by increased production and capacity utilisation at MF1 during the period. While demand for certain non-control-intensive product lines at MF2 has declined, this change supports overall long-term growth by aligning production resources with evolving market opportunities.*

Certifications

Our manufacturing facilities have the following certifications:

Facility	Standard	Coverage	Exclusion, if any	Certification Date
MF1	ISO 9001:2015	Scope: Design and Manufacture of Electronic Controller Assemblies	-	Validity: October 25, 2024 to October 20, 2027
	IATF 16949:2016		-	Validity: October 21, 2024 to October 20, 2027
	ANSI/ESD S20.20-2021	Scope: Manufacture and Assembly of Electrical & Electronic Parts for Automotive & Off Highway Products.	-	Validity: April 14, 2025 to April 21, 2026
MF2	ISO 9001:2015	Scope: Design and Manufacture of Electronic Ignitions (CDI/TCI); Body Control Modules, Flashers, Voltage Regulators, Fuel Level Indicators and Control Units (CU/ECU/GCU)	-	Validity: July 18, 2023 to July 17, 2026
	IATF 16949:2016		-	Validity: July 18, 2023 to July 17, 2026

Customers

We develop and offer proprietary technologies through a chronological model, working closely with key "anchor" customers, i.e., key early customers who are willing to help us test, validate and potentially adopt our new technologies across their organizations to commercialize new propositions. As explained in "*Risk Factors - We are exposed to evolving, stage-specific, and proposition-specific risks which may materially and adversely affect our operations, financial condition, and prospects.*" on page 35, customer concentration risk is a natural consequence of the "Broader Market Adoption Stage" in our business journey. During this phase, rapid market expansion for new propositions, such as our SLC-based ISG for the 2/3W industry, often relies on our relationships with our anchor customers who are early adopters.

While our strategy is to take our technology propositions to leaders of established markets, this approach naturally results in a limited customer base and high revenue concentration during the "Broader Market Adoption" stage of our technology deployment (*please refer to Table 1 on page 249*). Our customers, including TVS Motor and other major customers are not contractually required to make minimum purchases or exclusively source products from us. They can adjust their order volumes or select alternative solutions at any time, according to market or business conditions.

The table below reveals the extent of our customer concentration for the nine months ended December 31, 2025 and Fiscals 2025, 2024, and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from TVS Motor (₹ million) (A)	5,816.71	5,297.30	4,428.94	3,344.02
Revenue from top three customers (₹ million) (B) (1)	7,029.68	5,777.84	4,809.43	3,814.30
Revenue from top 10 customers (₹ million) (C)(1) (2) (3) (4) (5)	7,604.06	6,464.35	5,216.23	4,147.23
Revenue from operations (₹ million) (D)	**7,706.65**	**6,583.63**	**5,306.53**	**4,230.28**
TVS Motor revenue as a % of revenue from operations (%) (E=A/D)	75.48	80.46	83.46	79.05
Top three customer revenue as a % of revenue from operations (%) (F=B/D)	91.22	87.76	90.63	90.17
Top 10 customer revenue as a % of	98.67	98.19	98.30	98.04

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
revenue from operations (%) (G=C/D)				

Notes:

1. *The list of customers may vary from period/fiscal to period/fiscal.*
2. *For nine months ended December 31, 2025, our top 10 customers were TVS Motor, Bajaj Auto Limited, Kirloskar Oil Engines Limited, Briggs and Stratton LLC, DEIF India Private Limited and DEIF A/s amongst others. While we applied to all of our top 10 customers (for nine months ended December 31, 2025) for inclusion of their names in this Red Herring Prospectus, we have only received consent from the customers mentioned herein.*
3. *For Fiscal 2025, our top 10 customers were TVS Motor, Bajaj Auto Limited, Kirloskar Oil Engines Limited, Briggs and Stratton LLC, DEIF India Private Limited and Cummins India Limited amongst others While we applied to all of our top 10 customers (Fiscal 2025), for inclusion of their names in this Red Herring Prospectus, we have only received consent from the customers mentioned herein.*
4. *For Fiscal 2024, our top 10 customers were TVS Motor, Kirloskar Oil Engines Limited, DEIF A/s, Briggs and Stratton LLC, Bajaj Auto Limited and DEIF India Private Limited amongst others. While we applied to all of our top 10 customers (Fiscal 2024) for inclusion of their names in this Red Herring Prospectus, we have only received consent from the customers mentioned herein.*
5. *For Fiscal 2023, our top 10 customers were TVS Motor, Kirloskar Oil Engines Limited, Briggs and Stratton LLC, DEIF A/s, DEIF India Private Limited and Cummins India Limited amongst others. While we applied to all of our top 10 customers (Fiscal 2023) for inclusion of their names in this Red Herring Prospectus, we have only received consent from the customers mentioned herein.*

Our significant customer concentration exposes us to substantial business risk. For risks related to customer concentration, see "*Risk Factors – We have a high degree of revenue concentration with a small number of customers, particularly, a key customer, TVS Motor Company Limited ("TVS Motor"), which contributed 75.48%, 80.46%, 83.46% and 79.05% of our revenue from operations for the nine months ended December 31, 2025, Fiscals 2025, 2024 and 2023, respectively, which exposes us to significant business risk if demand from these customers reduces or commercial relationships change which could have a significant negative effect on our business, profitability, and cash flows*." on page 33.

Research and Development

Research and development are central to our business strategy, supporting our ability to develop innovative control technologies and new product offerings for diverse and evolving markets. We allocate significant resources to R&D to maintain our technological leadership and deliver differentiated, critical-to-application solutions to our customers.

Our R&D expenditure is categorised into two distinct streams aligned with our seven-stage innovation process. New Technology Development encompasses R&D spend during the "Technology Proposition" and "Proof-of-Concept Demonstration" stages, where we invest in developing novel technology concepts and validating their technical feasibility before commercial commitment. During these early stages, our multidisciplinary teams identify industry pain points, simulate and iterate new technical concepts, and demonstrate prototypes to leading OEMs to establish technical feasibility and build stakeholder conviction.

Product Development encompasses R&D spend from the "Commercial Business Win" stage onwards, including "Initial Introduction", "Early Growth", "Broader Market Adoption", and "Sustaining Industry Position" stages, where we invest in developing specific product designs for identified market needs with committed anchor customers. During these stages, we focus on robust integration and validation of our technology within customer product cycles, seamless integration into OEM manufacturing platforms, ongoing product refinement, feature enhancements, cost optimisation, and customisation to meet specific customer requirements across diverse use cases.

For further details in relation to the stages, see "*Our Business – Overview – Table 1*" on page 249.

The table below sets forth details of our R&D spend as a percentage of revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
R&D spend (₹ million) (Product Development) (A)	205.93	259.92	252.52	232.28
R&D spend (₹ million) (New Technology Development) (B)	225.34	151.30	127.68	139.52
Sub Total (C=A+B)	**431.27**	**411.22**	**380.20**	**371.80**
Equipment Purchased for R&D (₹ million) (D)	106.99	32.78	124.67	63.23
Total R&D Spend (₹ million) (E=C+D)	**538.26**	**444.00**	**504.87**	**435.03**
Revenue from operations (₹ million) (F)	**7,706.65**	**6,583.63**	**5,306.53**	**4,230.28**
R&D spend as a percentage of revenue from operations (%) (E/F)	6.98	6.74	9.51	10.28

Suppliers, Raw Materials and Components for our Manufacturing Operations

Our business model involves sourcing and converting a range of raw materials including semiconductor components, printed circuit boards ("**PCBs**"), die-cast metal and plastic parts, casings, and motors, among others, and consumables such as solder materials into finished electronic control units for delivery to original equipment manufacturers across the sectors we serve.

Semiconductor components, including integrated circuits, resistances, and capacitors amongst others, constitute the major portion of our raw materials. We engage directly with the key global suppliers of these raw materials and interact with their management, and application engineering teams directly. Our arrangements are often in the form where the part selection and commercials around them are settled directly with the global manufacturer, while the deliveries are through their distribution channels, which allow us to build resilient and optimal supply chains.

The following table sets out our dependence on key raw materials, as a percentage of total material costs for the nine months ended December 31, 2025, and Fiscals 2025, 2024, and 2023:

Particulars	**Nine months ended December 31, 2025**		**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	Amount (₹ million)	**Percentage of cost of materials consumed (%)**	**Amount (₹ million)**	**Percentage of cost of materials consumed (%)**	**Amount (₹ million)**	**Percentage of cost of materials consumed (%)**	**Amount (₹ million)**	**Percentage of cost of materials consumed (%)**
Semiconductor components	3,655.11	74.22	3,161.28	76.25	2,846.55	77.61	2,421.74	79.67
Packing and Consumables	383.91	7.80	319.17	7.70	244.09	6.66	227.00	7.47
Printed Circuit Boards	396.03	8.04	312.44	7.54	262.05	7.14	94.50	3.11
Electricals	129.50	2.63	75.11	1.81	55.73	1.52	79.83	2.63
Casing	259.18	5.26	222.38	5.36	168.05	4.58	98.76	3.25
Motors	39.84	0.81	17.12	0.41	37.10	1.01	35.09	1.15
Others(1)	60.94	1.24	38.59	0.93	54.17	1.48	82.68	2.72
Total	**4,924.51**	**100.00**	**4,146.09**	**100.00**	**3,667.74**	**100.00**	**3,039.60**	**100.00**

Note:

(1) Others primarily include washers, bolts, and vents, among others.

A substantial proportion of the raw materials required for our manufacturing operations including semiconductors, SMD components, and PCBs is sourced from our top 10 suppliers. Purchases from these suppliers represented 63.63%, 63.64%, 65.63%, and 63.34% of our total purchases for the nine months ended December 31, 2025, and for Fiscals 2025, 2024, and 2023, respectively, as shown in the following table:

Particulars	**Nine months ended December 31, 2025**	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**
Purchases from top 1 supplier, i.e., Avnet Asia Pte. Ltd.	646.63	532.85	595.03	590.63
Purchases from top 5 suppliers(1)	2,109.82	1,950.78	1,835.79	1,534.88
Purchases from top 10 suppliers(1)(2)(3)(4)(5) (₹ million)	3,092.21	2,725.59	2,562.86	1,915.71
Total purchases (₹ million)	4,859.65	4,282.59	3,904.72	3,024.52
Purchases from top 1 supplier, i.e., Avnet Asia Pte. Ltd. as % of total (%)	13.31	12.44	15.24	19.53
Purchases from top 5 suppliers as % of total (%)	43.42	45.55	47.01	50.75
Purchases from top 10 suppliers as % of total (%)	63.63	63.64	65.63	63.34

Notes:

1. *The list of suppliers may vary from fiscal to fiscal.*
2. *For nine months ended December 31, 2025, our top 10 suppliers were Avnet Asia Pte. Ltd., Rabyte Pte. Ltd., Arrow Electronics Asia (S) Pte. Ltd., Inno Circuits Limited, SMET Singapore Pte. Ltd., Millennium Semiconductors India Pvt. Ltd., Namrata Technologies Limited, Future Electronic Inc. (Distribution) Pte. Ltd. and WPG South Asia Pte. Ltd. We have not received consent from 1 of our top 10 suppliers for nine months ended December 31, 2025.*
3. *For Fiscal 2025, our top 10 suppliers were Avnet Asia Pte. Ltd., Rabyte Pte. Ltd., Arrow Electronics Asia (S) Pte. Ltd., SMET Singapore Pte. Ltd., Inno Circuits Limited, Millennium Semiconductors India Pvt. Ltd., Terminal Technologies (I) Pvt. Ltd.,*

Shriniwas Sales Private Limited and WPG South Asia Pte. Ltd. We have not received consent from 1 of our top 10 suppliers for Fiscal 2025.

4. *For Fiscal 2024, our top 10 suppliers were Avnet Asia Pte. Ltd., SMET Singapore Pte. Ltd., Arrow Electronics Asia (S) Pte. Ltd., Rabyte Pte. Ltd., Edom Technology Co Ltd (Singapore branch), Inno Circuits Limited, Shriniwas Sales Private Limited, WPG South Asia Pte. Ltd., and Future Electronic Inc. (Distribution) Pte. Ltd. We have not received consent from 1 of our top 10 suppliers for Fiscal 2024.*
5. *For Fiscal 2023, our top 10 suppliers were Avnet Asia Pte. Ltd., Arrow Electronics Asia (S) Pte. Ltd., Edom Technology Co Ltd (Singapore branch), Rabyte Pte. Ltd., Inno Circuits Limited, Shriniwas Sales Private Limited, Future Electronic Inc. (Distribution) Pte. Ltd., WPG South Asia Pte. Ltd., DTDS Technology Pte. Ltd., and Terminal Technologies (I) Pvt. Ltd.*

We rely principally on purchase orders rather than long-term contracts for our supplier arrangements.

The table below sets forth details of our raw materials imported as a percentage of total expenses and revenue from operations for the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	For Fiscal 2025	As at / For Fiscal 2024	As at / For Fiscal 2023
Cost of raw materials imported (₹ million)	3,350.38	3,026.77	2,865.79	2,225.91
Total expenses (₹ million)	6,670.36	5,948.37	5,270.83	4,218.59
Revenue from Operations (₹ million)	7,706.65	6,583.63	5,306.53	4,230.28
Cost of raw materials imported as % of Total Expenses	50.23%	50.88%	54.37%	52.76%
Cost of raw materials imported as % of Revenue from Operations	43.47%	45.97%	54.00%	52.62%

Government Incentives

Our Company derives a portion of its income from export incentive schemes and government grants such as Duty Drawback, RoDTEP, Maharashtra Electronics Policy 2016, and the Modified Special Incentive Package Scheme (M-SIPS). These benefits relate primarily to products exported from India and to eligible capital investments in manufacturing.

The table below provides details of incentives received during the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Duty Drawback (₹ million) (A)	10.20	6.71	4.88	5.61
RoDTEP (₹ million) (B)	3.20	3.49	2.48	1.12
Maharashtra Electronics Policy, 2016 (₹ million) (C)	8.57	8.27	30.70	25.48
M-SIPS (₹ million) (D)	48.20	4.38	24.80	-
Total Incentives (₹ million) (E = A+B+C+D)	**70.17**	**22.85**	**62.86**	**32.21**
Revenue from operations (₹ million) (F)	7,706.65	6,583.63	5,306.53	4,230.28
Total incentives as a percentage of revenue from operations (%)	0.91	0.35	1.18	0.76

Domestic and Export Sales

India is currently our largest and most critical market, and our business model is based on developing long-term relationships with a select group of key (anchor) customers across all product categories. We also export products to regions outside India such as United States and Europe.

The table below sets forth our segment wise domestic and export sales for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Mobility Segment				
Within India (₹ million)	6,503.15	5,593.57	4,485.89	3,384.36
Outside India (₹ million)	18.63	47.75	58.51	15.47
Total Mobility Segment Sales (₹ million)	6,521.78	5,641.32	4,544.40	3,399.83

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Within India as a percentage of mobility segment sales (%)	99.71	99.15	98.71	99.54
Outside India as a percentage of mobility segment sales (%)	0.29	0.85	1.29	0.46
Industrial Segment				
Within India (₹ million)	494.26	535.70	517.53	606.52
Outside India (₹ million)	690.61	406.61	244.60	223.93
Total industrial segment sales (₹ million)	1,184.87	942.31	762.13	830.45
Within India as a percentage of industrial segment sales (%)	41.71	56.85	67.91	73.04
Outside India as a percentage of industrial segment sales (%)	58.29	43.15	32.09	26.96

Power and Fuel

Ensuring uninterrupted access to fuel and power is fundamental to maintaining the reliability and efficiency of our operations. Our manufacturing processes and service delivery rely on a stable and adequate supply of energy sources to meet production targets and uphold quality standards.

Inventory Management

Our inventory management practices are designed to ensure an optimal balance between meeting customer demand and maintaining efficient levels of working capital. We regularly monitor inventory levels and turnover ratios to minimise the risk of overstocking or obsolescence, while maintaining sufficient stock to support our operations. Our approach aims to support operational continuity, respond effectively to market requirements, and reduce costs associated with excess inventory. We believe that consistent and prudent inventory management contributes positively to our overall business performance.

The table below sets forth details of our inventory turnover ratio as of December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As of December 31, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Inventory Turnover Ratio(1) (times)	3.36	3.25	3.49	3.35

Note:

(1) Inventory turnover ratio is calculated as cost of goods sold divided by average inventory. Inventory turnover ratio as of December 31, 2025 is not annualised.

Logistics and Transportation

A significant proportion of our products is delivered to customers in India by road and to international customers primarily by sea. We engage third-party logistics service providers for these requirements on a need basis and currently do not maintain long-term, formalised contracts with such service providers. This model allows us flexibility and cost management.

The table below illustrates that although freight and forward charges constituted a relatively minor percentage of our total expenses, reliable logistics are critical to our operations and customer relationships:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Carriage, freight and forward charges (₹ million)	21.59	21.65	15.67	14.89
Total expenses (₹ million)	6,670.36	5,948.37	5,270.83	4,218.59
Carriage, freight and forward charges as a percentage of total expenses (%)	0.32	0.36	0.30	0.35

Information Technology

We use a suite of software tools and platforms both developed in-house and externally sourced to support our operations. These cover processes including computer-aided design, hardware and mechanical design, modelling, simulation, failure mode analysis, application software development, software analysis, product lifecycle management, tracking development issues, version control, knowledge management, and manufacturing execution. Our in-house systems also maintain traceability and support manufacturing planning and verification.

Intellectual Property

As on the date of this Red Herring Prospectus, our Company has been granted a total of 12 patents across various jurisdictions. Out of these, (i) five patents have been granted in India only, (ii) two patents have been granted in USA only (which have also been published in India for public comments), (iii) two patents have been granted in USA, China, EU and Japan (which have also been published in India for public comments), (iv) one patent has been granted in India and USA, (v) one patent has been granted in USA and China (which has also been published in India for public comments); and (vi) one patent has been granted in Vietnam only (which has also been published in India for public comments). Of our five patents granted in India only, we have applied to the World Intellectual Property Organisation for international patent recognition for two patents.

In addition to the above, as at the date of this Red Herring Prospectus, our Company has applied for a total of 11 patents in India which are at different stages of approval. Out of these 11 patent applications, the Indian Patent Office has published three patents for public comments.

Our Company also has six trademarks registered in India.

Insurance

Our insurance policies, amongst others, include marine export import insurance; fire, burglary, electrical equipment and machinery breakdown insurance; fire loss of profit; product liability insurance; plate glass cover; commercial general liability policy, including product recall cover; manufacturing errors and omission liability cover; keyman insurance; directors and officers (D&O) insurance, including excess cover; and cyber defence and commercial crime insurance.

The table below sets forth details of our insurance coverage on our total insured assets, as of the dates indicated:

Particulars	As of December 31, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Total tangible assets[(1)] (in ₹ million)	3,113.03	2,539.93	2,034.18	1,541.57
Total insurance coverage (in ₹ million)	4,631.35	3,834.75	2,931.65	2,310.69
Insurance coverage as a percentage of total tangible assets (%)	148.77%	150.98%	144.12%	149.89%

Note:

(1) Excludes intangible assets, intangible assets under development, right of use assets, financial assets, tax assets and other assets.

Corporate Social Responsibility

We have a corporate social responsibility committee to monitor and evaluate our corporate social responsibility commitments. Our corporate social responsibility activities in the past include promotion of education, grains for women, orphans, old day homes and day care centres, environment sustainability and protection of flora and fauna.

Our CSR Expenses for nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023 were ₹ 5.60 million, ₹ 3.60 million, ₹ 1.80 million, and ₹ 0.30 million, respectively.

Competition

We operate in competitive segments within the control-intensive electronic components industry, catering to both mobility and industrial markets. Our principal competitors include international and domestic suppliers with varying capabilities in innovation and technology ownership.

We are the first company in India to develop, design and manufacture SLC based ISG ECUs for 2W and 3W ICE powered vehicles *(Source: CRISIL Report)*. Furthermore, within the Indian domestic market for ISG ECUs, we are one of the leading suppliers, competing mainly with Shindengen and Denso. We held approximately 35% of domestic ISG ECU market share for 2/3Ws (by volume) and are amongst the top four players in India for the nine months ended December 31, 2025 *(Source: CRISIL Report)*. We distinguish ourselves by supplying sensorless ISG solutions, whereas most peer suppliers rely on sensor-based solutions *(Source: CRISIL Report)*.

We are a key supplier of EFI ECUs for 2/3Ws. Other major players in this space include Astemo, Bosch, Vitesco, Varroc-Dellorto, Marelli and Mikuni. The development of these complex ECU technologies is handled in varying ways; some competitors develop entirely in-house, while others depend on joint ventures or technology licensing for innovation and product support *(Source: CRISIL Report)*.

More broadly, competition in the control technologies sector is shaped by the distinction between suppliers who rely on externally sourced technology (often through partnerships or joint ventures or technology licensing) *(Source: CRISIL Report)* and those, like our Company, with robust in-house research and development capabilities and full control of design and development.

In the field of motor controllers for electric vehicles, we face competition from companies such as Sterling-GTake, Bosch, Vitesco, and Varroc *(Source: CRISIL Report)*. In the voltage regulator rectifier category, key competitors include Flash, Napino, Shindengen and INEL *(Source: CRISIL Report)*.

Human Resources

Our employees are integral to the success of our Company. As of December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023, we had 496, 458, 364 and 297 on-roll employees (employees directly employed by our Company). The table below sets forth split of our on-roll function wise employees as of December 31, 2025:

Department	Number of employees
Manufacturing, Operations & Supply Chain Management	191
R&D (including Design, Engineering and Product Development)	244
Global Sales & Business Development	10
Finance and Accounts Department	15
Legal and Secretarial	2
Support Functions	34
Total	**496**

The table below sets forth details of our voluntary attrition rate as at the dates indicated:

Particulars	As at December 31, 2025*	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Voluntary Employee attrition rate (%)	9.86	10.41	12.83	19.31
KMP and SMP attrition rate (%)	-	-	11.76	-
Voluntary attrition of employees with IITs, NITs, BITS educational backgrounds (%)	10.07	13.70	18.29	24.78

** Not annualised*

Notes:

b. *Employee attrition rate is calculated as permanent employees resigned during the relevant period/year divided by average number of permanent employees for the said period/year.*

c. *KMP and SMP attrition rate is calculated as KMPs and SMPs resigned during the relevant period/year divided by Average number of KMPs and SMPs for the said period/year.*

d. *Attrition rate for employees from IITs, NITs and BITs educational backgrounds is calculated as permanent employees with IITs, NITs, BITS educational backgrounds from engineering team Resigned during the relevant period/year divided by Average number of permanent employees with IIT, NIT, BITS educational backgrounds from engineering team, for the said period/year.*

We also engage off-role employees (contractual employees hired through third-party contractors) primarily in our manufacturing operations. The table below sets forth details of off-roll employees as of December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	December 31, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Off-roll employees	1,359	890	644	623

As part of our ongoing business expansion, we continue to invest in attracting new talent and recognising the contributions of existing employees. This focus on rewarding personnel is reflected in the steady increase in employee benefit expenses over recent periods. The table below provides details of our employee benefits expense for the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Employee benefits expense* (₹ million)	661.90	614.29	427.65	324.89
Total expenses (₹ million)	6,670.36	5,948.37	5,270.83	4,218.59
Employee benefit expenses as a percentage	9.92	10.33	8.11	7.70

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
of total expenses (%)				

* *Employee benefits expense in the table above is net of amount capitalized*

Properties

We operate from a number of leased properties, utilised for manufacturing, R&D, warehousing, and office functions. The table below provides details of properties that are owned, or leased by us as on the date of this Red Herring Prospectus:

Purpose of the property	Address	Location and State	Nature of holding	Lessor(2)	Date of lease commencement / license / sale deed	Term of the lease / license
TC1 and Registered and Corporate Office	Survey No. 270/1/A/2, Pallod Farms, Baner Road, Baner, Baner Gaon, Haveli, Pune – 411 045, Maharashtra	Baner, Pune, Maharashtra	Leased	Third party	May 31, 2021	60 months
MF 1	G 1, MIDC Phase III, Chakan Industrial Area, Nighoje, Pune – 410 501, Maharashtra	Chakan, Pune, Maharashtra	Leased	Third party	April 11, 2019	120 months
MF 2	S.No.64/5, Bhide Baug Industrial Estate, Sinhagad Road, Vadgaon Bk, Vadgaon., Pune – 411 041, Maharashtra	Wadgaon Pune, Maharashtra	Owned	NA	September 29, 2016	-
MF3 – Under construction	Gat Nos. 169/1 to 6, 169/7(P), 169/9(P) and 180(P), Village Shinde, Taluka Khed, Chakan, Pune – 410 501, Maharashtra	Chakan, Pune, Maharashtra	Leased	Third party	NA(1)	NA(1)
MF4 – Manufacturing line set-up under process.	Plot G-43, Chakan Industrial Area Ph-III, Chakan Industrial Area Ph-III, Chakan, Nighoje, Pune – 410 501, Maharashtra	Chakan, Pune, Maharashtra	Leased	Third party	May 1, 2025	36 months
TC2	Survey no 278/8B, Pallod Farms Phase - II, Baner, Pune - 411045, Maharashtra	Baner, Pune, Maharashtra	Leased	Third party	July 1, 2025	60 months
Warehouse	S. No. 64, behind Suvasini Mangal Karyalaya, Wadagaon (BK), Pune – 411 041, Maharashtra	Wadgaon, Pune, Maharashtra	Leased	Third party	December 23, 2025	11 months

Purpose of the property	Address	Location and State	Nature of holding	Lessor[2]	Date of lease commencement / license / sale deed	Term of the lease / license
Warehouse	Plot No.: E-16/1, Phase-III, Chakan MIDC, Chakan Industrial Area Phase 3, Khed, Nighoje, Pune - 410501, Maharashtra	Chakan, Pune, Maharashtra	Leased	Third party	October 31, 2024	36 months

Notes:

1. *Under construction, with the final handover pending completion of agreed construction works; the lease will commence for a 10-year term upon handover, pursuant to an agreement to lease dated February 21, 2025.*
2. *None of our properties are leased from our Promoters, members of Promoter Group, Directors, Key Managerial Personnel or Senior Personnels.*

In addition, we also have a pay-as-you-use arrangement with a customer in Hosur, Tamil Nadu, which gets renewed subject to requirement from the customer. Continuation and renewal of this arrangement are subject to the customer's ongoing requirement.

Our Company has not experienced any material disputes or interruptions with respect to the use of its properties and none of our properties are leased from our Promoters, members of Promoter Group, Directors, KMPs or SMPs.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of certain key sector specific laws and regulations in India which are applicable to the business and operations of our Company. For details of government approvals obtained by our Company, see "Government and Other Approvals" beginning on page 465.

The information available in this section has been obtained from sources available in the public domain and is based on the current provisions of Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions. The description of laws and regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

Industry specific laws

Industrial (Development and Regulation) Act, 1951, as amended ("I(D&R) Act")

The I(D&R) Act has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries, including among others, all types of electronic aerospace and defence equipment. The I(D&R) Act is administered by the Ministry of Commerce and Industry through the Department of Industrial Policy and Promotion ("**DIPP**"). The main objectives of the I(D&R) Act is to empower the Government to take necessary steps for the development of industries; to regulate the pattern and direction of industrial development; and to control the activities, performance and results of industrial undertakings in the public interest. The DIPP is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector.

Bureau of Indian Standards Act, 2016 ("BIS Act")

The BIS Act provides for the establishment of a national body, to be called the Bureau of Indian Standards ("**BIS**"), for the harmonious development of the activities, conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto. The BIS Act provides for the functions of the BIS which includes, among others, (a) 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) undertake testing of samples for purposes other than for conformity assessment; and (d) undertake activities related to legal metrology. The BIS Act empowers the Central Government, in consultation with the BIS, to order compulsory use of standard mark for any goods or article of any scheduled industry.

Export Promotion Capital Goods Scheme, 2020

The Export Promotion Capital Goods Scheme (the "**EPCG Scheme**") provides that importers can benefit from reduced duties on the import of capital goods provided that they fulfil an export obligation to export a prescribed amount of their goods manufactured or services rendered (such amount being a multiple of the duty saved) within a specified period. Export obligations can be fulfilled by either through direct exports or through third parties. An EPCG Scheme authorization holder shall be liable to pay custom duties along with interest in the event of nonfulfillment of prescribed export obligations.

Key environmental legislations:

Environment Protection Act, 1986 (the "EP Act") and the Environment Protection Rules, 1986 (the "EP Rules") read with the Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted with the objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent, control and abate environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes, prohibitions and restrictions on the location of industries as well as prohibitions and restrictions on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Further, the Environment (Protection) Amendment Rules, 2024 seeks to amend the EP Rules to introduce defined procedures for adjudication of non-compliances under the EP Act and stricter enforcement mechanisms. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the spatial extent of potential impacts on human health and resources.

Air (Prevention and Control of Pollution) Act, 1981(the "Air Act") and Air (Prevention and Control of Pollution) Rules, 1982 ("Air Rules")

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. It is a specialised piece of legislation which was enacted to take appropriate steps for the preservation of natural resources of the earth, which among other things include the preservation of the quality of air and control of air pollution. We are required to obtain consents under the Air Act.

Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act") and Water (Prevention and Control of Pollution) Board, 1975 ("Water Rules")

The Water Act was enacted to control and prevent water pollution and for maintaining or restoring of wholesomeness of water in the country. The Water Act was enacted to control and prevent water pollution and for maintaining or restoring the purity of water in India. The objective of this legislation is to ensure that domestic and industrial pollutants are not discharged into streams and wells without adequate treatment. We are required to obtain consents under the Water Act. The Government of India has also introduced the Water (Prevention and Control of Pollution) Amendment Bill, 2024 (the "**Water Bill**"), which proposes to decriminalise certain existing offences and substitute penalty provisions in respect of offences presently punishable with imprisonment under the Water Act.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "Hazardous Waste Rules"), as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2022 ("Amendment Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. A list of hazardous wastes and processes that generate hazardous waste have been specified under the Hazardous Waste Rules. We are required to obtain authorizations for, inter alia, the generation, processing, treatment, package, storage, transportation, use, collection, destruction or transfer of the hazardous waste from the concerned state pollution control board.

E-Waste Management Rules, 2022 ("EWM Rules")

The EWM Rules, notified by the Ministry of Environment, Forest and Climate Change on November 2, 2022, came into effect on April 1, 2023, replacing the E-Waste (Management) Rules, 2016. These rules introduce a revised Extended Producer Responsibility ("**EPR**") framework, making producers responsible for ensuring the environmentally sound management of e-waste through collection targets, authorized recyclers, and an online EPR portal. The scope of regulated electronic and electrical equipment ("**EEE**") has been expanded to over 100 product categories. The rules also mandate producers, manufacturers, refurbishers, and recyclers to register on the centralized EPR Portal, which will monitor compliance and facilitate e-waste tracking. Under the EPR framework, obligated entities must ensure that e-waste is collected and processed through authorized dismantlers and recyclers while meeting annual collection and recycling targets. The EWM Rules prohibit disposal in landfills and incineration, emphasizing the need for scientific recycling and recovery of valuable materials. Additionally, producers are permitted to meet their EPR obligations through market-based mechanisms, such as purchasing EPR certificates from recyclers.

Plastic Waste Management Rules, 2016 ("Plastic Waste Rules")

The Plastic Waste rules apply to manufacturers of plastic, users involved in generation of plastic as a raw material as well as individuals and institutions that generate plastic waste. Any entity or institution that generates plastic waste is responsible for segregating and handling the waste in the manner as prescribed under the rules. Further, the Plastic Waste Rules seek to minimize and regulation of plastic and ensure proper collection and disposal of plastic waste.

The Maharashtra Electronics Policy, 2016

The Maharashtra Electronics Policy, 2016 was introduced to create a global competitive Electronics System Design and Manufacturing ("**ESDM**") industry in the state which can create huge employment opportunities for the people of Maharashtra and gain a foothold in the international market, thereby contributing to the overall economy and prosperity. The main objective of Maharashtra Electronics Policy, 2016 is to promote manufacturing of electronics products in their state by creating a favourable investor-friendly atmosphere and to proactively help in the development of a vibrant eco system of research and development, design and engineering and innovation in electronics in the state of Maharashtra. The Government of Maharashtra, through the Maharashtra Electronics Policy, 2016, provides for waiver of electricity, land at subsidised rates, a waiver of electricity dues for 15 years along with uninterrupted power supply, 100% return of VAT among other benefits.

Labour laws

Shops and establishments legislations

Under the provisions of local shops and establishment legislations applicable in the states in which establishments are set up, establishments are required to be registered under the respective legislations. These legislations regulate the condition of work and employment in shops and commercial establishments and generally prescribe obligations in respect of, among others, registration, opening and closing hours, daily and weekly working hours, rest intervals, overtime, holidays, leave, health and safety measures, termination of service and wages for overtime work. There are penalties prescribed in the form of monetary fine or imprisonment for violation of these legislations.

Labour Codes

In order to rationalize and reform labour laws in India, the Government of India had framed four labour codes ("**Labour Codes**"), which (*barring certain provisions*) have been brought into effect, through a notification, from November 21, 2025, namely:

a) ***The Code on Wages, 2019***

The Code on Wages, 2019, provide for subsumption of 4 (four) legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It provides for a new definition of '*wages*' and minimum wages to be notified for all employees in all industries, based on the categories of employees and/or geographical locations and other conditions of service, which shall be equal to or above the rate of floor wages set by the Central Government, and further mandates fixation of wage period and timely wage payment. It also requires that pay parity should be ensured for all genders, and provides for payment of annual bonus, and normal working hours to be prescribed (with the requirement to pay overtime at twice the normal pay rates in the event an employee works beyond the normal working hours).

b) The Industrial Relations Code, 2020

The Industrial Relations Code, 2020, subsumes 3 (three) legislations *inter alia* the Trade Unions Act, 1926, and the Industrial Disputes Act, 1947. The objective of the Industrial Relations Code, 2020, is to promote industrial harmony whilst balancing worker protection with business flexibility. The key provisions include (i) recognition of negotiating union and negotiation council, (ii) specific recognition of fixed-term employment with equal benefits including parity in wages, working hours, and allowances with permanent workers, (iii) definitions of key terms including '*employee*' and '*worker*', (iv) conditions for lay-offs, retrenchment and closure, including increase in the headcount threshold from 100 (one hundred) to 300 (three hundred) workers for applicability of certain special provisions of retrenchment, lay-off and closure to factories, mines and plantations, (v) constitution of a grievance redressal committee with equal employer and employee representatives, (vi) mandatory notice requirements for strikes and lock-outs in all industrial establishments, (vii) provision of notice to workers prior to change in certain conditions of service; (viii) prohibition of identified unfair labour practices, (ix) adoption and certification of standing orders, and (x) dispute resolution through conciliation, labour courts and industrial tribunals.

c) The Occupational Safety, Health and Working Conditions Code, 2020 ("Occupational Safety Code")

The Occupational Safety Code subsumes 13 (thirteen) legislations such as the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, among others.

The Occupational Safety Code provide for definitions of key terms including '*contract labour'*, '*contractor*', '*principal employer'* and '*establishment*', annual leave with wages and prescription of working hours and rest intervals, special provisions on employment of women in night shifts, and prescription of health and safety obligations and provision of welfare facilities. The Occupational Safety Code provides for a common registration to be obtained by establishments (including factories and commercial establishments), licence for contractors supplying contractor labour, and scope for prescription of requirement for factories to obtain specific licences, etc. The Occupational Safety Code also regulates the employment of contract labour including inter-state migrant workers in certain establishments including with respect to prohibition of engagement of contract labour in core activities, and provisions for welfare and health of contract labour.

d) The Code on Social Security, 2020

The Code on Social Security, 2020 provide for subsumption of 9 (nine) social security related legislations, *inter alia* the Employee's Compensation Act, 1923, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972. The Code on Social Security, 2020 provides for a common registration to be obtained, social security provisions including on provident fund, pension, and employees' deposit-linked insurance, employees' state insurance coverage and benefits including sickness benefit, disablement benefit, etc, compensation to be paid to employees for workplace injuries/occupational diseases, maternity benefits, gratuity payments including to fixed-term employees, and prescription of social security benefits including for building and other construction workers, unorganised workers, gig workers and platform workers. Employers are required to obtain necessary registration and make necessary contributions/payments as prescribed.

For the implementation of the Labour Codes, including on requirements relating to registrations and other procedural compliances, certain rules and schemes are required to be notified by the Central and State Governments. Presently, the Central Government and most State Governments have published draft rules that are yet to be notified. The Labour Codes prescribe penalties in the form of monetary fine or imprisonment or both for violations of the provisions provided therein.

In addition to Labour Codes and shops and establishments legislations, certain other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights, reporting and other compliances, and the requirements that may apply to us as an employer, such as:

- The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986;
- Labour welfare fund legislations; and
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Tax laws

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income-tax Act 1961, the Income-tax Rules, 1962, as amended by the Finance Act in respective years;
- Central Goods and Services Tax Act, 2017, the Central Goods and Services Tax Rules, 2017 and various state-wise legislations made thereunder;
- The Integrated Goods and Services Tax Act, 2017 and rules thereof;
- Professional tax-related state-wise legislations;
- Indian Stamp Act, 1899 and various state-wise legislations made thereunder; and
- Customs Act, 1962 and Customs and Tariff Act, 1975.

Intellectual property laws

The Trade Marks Act, 1999 (the "Trademarks Act")

The Trademarks Act governs the statutory protection of trademarks and prohibits any use of deceptively similar trademarks, among others. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of registered trademarks. Indian law permits the registration of trademarks for both goods and services. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark is removed from the register of trademarks and the registration is required to be restored.

The Patents Act, 1970 (the "Patents Act")

The Patents Act governs the patent regime in India. Being a signatory to the TRIPS, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

Section 39 of the Patents Act also prohibits any person resident in India from applying for a patent for an invention outside India without making an application for a patent for the same invention in India. The term of a patent granted under the Patents Act pursuant to Section 53 is for a period of twenty years from the date of filing of the application for the patent. A patent shall cease to have effect if the renewal fee is not paid within the period prescribed for the payment of such renewal fee. Further, the Patents Act also provides for the recognition of product patents in respect of food, medicine and drugs; that import of patented products will not be considered as an infringement; and that under certain circumstances, the burden of proof in case of infringement of process patents may be transferred to the alleged infringer.

Designs Act, 2000 ("DA") and the Designs Rules, 2001 ("DR")

The DA regulates and protects the originality of an article's design and prohibits the piracy of registered designs. The primary objective of the DA is to protect new or original designs from getting copied, and ensure that the creator, originator or artisan of the design is not deprived of their rightful gains for the creation of their design. The central government also drafted the DR under the authority of the DA for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc.

Foreign Investment and Trade Regulations

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, as amended, along with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules"), regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated foreign direct investment policy ("**FDI Policy**"), effective from October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), and any modifications thereto or substitutions thereof, issued from time to time (the "**Consolidated FDI Policy**"). Under the current Consolidated FDI Policy, foreign direct 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. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up equity share capital of our Company and 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%).

Foreign Trade (Development and Regulation) Act, 1992 (the "FTA")

The FTA seeks to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA provides that no person shall make any import or export except under an importer-exporter code number ("**IEC**") granted by the Director General of Foreign Trade, Ministry of Commerce ("**DGFT**"). The IEC granted to any person may be suspended or cancelled inter alia in case the person contravenes any of the provisions of FTA or any rules or orders made thereunder or the DGFT or any other officer authorized by him has reason to believe that any person has made an export or import in a manner prejudicial to the trade relations of India. Any person who makes any export or import in contravention of any provision of this Act or any rules or orders made thereunder, or the foreign trade policy would become liable to a penalty under the FTA.

Competition Act, 2002 ("Competition Act") as amended by the Competition (Amendment) Act, 2023 ("Competition Act Amendment")

The Competition Act is an act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India ("Commission") is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition Act) he shall be punishable with a fine which may exceed to ₹0.10 million for each day during such failure subject to maximum of ₹10.00 million, as the Commission may determine. The Competition Act Amendment introduces significant changes to the Competition Act in India. It introduces a deal value threshold of ₹20,000.00 million for reporting merger and acquisition transactions to the Commission. The time limit for Commission's assessment of mergers and acquisitions is reduced from 210 days to 150 days. The scope of anti-competitive agreements is broadened by replacing "exclusive supply agreement" with "exclusive dealing agreement" and now covers the acquiring or the selling side of such agreements. The definition of cartel is expanded to include hubs and spoke arrangements involving trade associates, consultants, or intermediaries. Additionally, the Competition Act Amendment provides the Commission the power to appoint a Director General for more effective enforcement, however the same shall require prior approval of the Central Government.

Digital Personal Data Protection Act, 2023 ("DPDP Act") and the rule thereto

The Parliament passed the DPDP Act on August 9, 2023, and received the assent of the President of India on August 11, 2023. The DPDP Act provides for the processing of digital personal data in a manner that recognises both the right of individuals to protect their personal and the need to process personal data for lawful purposes and for matters connected therewith or incidental thereto. Personal data may be processed only for a lawful purpose after obtaining the consent of the individual. Companies that deal with high volume of personal data have to fulfil certain additional obligations, such as building reasonable security safeguards to prevent personal data breach, appointing a data protection officer for grievance redressal and a date auditor to evaluate compliance with the DPDP Act. Further, citizens are granted rights over their data, including the right to access, correct, and delete their personal information. The DPDP Act imposes stringent penalties for non-compliance depending on the severity of the violation. Additionally, the Government of India has notified the Digital Personal Data Protection Rules, 2025 which provides the operational framework for implementing India's new general personal data protection regime.

Laws in relation to securities which will become applicable to the Company upon listing of its Equity Shares on the Stock Exchanges

SEBI Listing Regulations

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

SEBI Takeover Regulations

Disclosure and mandatory bid obligations for listed Indian companies are governed by the SEBI Takeover Regulations which provide specific regulations in relation to substantial acquisition of shares and takeover. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the SEBI Takeover Regulations will apply to any acquisition of the company's shares/voting rights/control. The SEBI Takeover Regulations prescribe certain thresholds or trigger points in the shareholding a person or entity (along with persons acting in concert with such person or entity) has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions (direct or indirect along with persons acting in concert with such acquirer) crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provide for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer.

SEBI Buy-back Regulations

A company may buy-back its shares subject to compliance with the requirements of Section 68 of the Companies Act, as amended and the SEBI (Buy-back of Securities) Regulations 2018, as amended. Under Section 68 of the Companies Act, as amended, a company may buy-back its shares out of its free reserves or securities premium account or the proceeds of the issue of any shares or other specified securities, other than proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

SEBI Insider Trading Regulations

The SEBI Insider Trading Regulations were notified on January 15, 2015 and came into effect on May 15, 2015. The SEBI Insider Trading Regulations prohibit and penalize insider trading in India and impose certain restrictions on the communication of information by 'listed' or 'to be listed' companies. The definition of "insider" includes any person who has received or has had access to unpublished price sensitive information in relation to securities of a company or any person reasonably expected to have access to unpublished price sensitive information in relation to securities of a company and who is or was connected with the company or is deemed to have been connected with the company. An insider is, among other things, prohibited from dealing in the securities of a 'listed' or 'to be listed' company when in possession of unpublished price sensitive information ("**UPSI**"), subject to certain limited exceptions. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations.

Further, the SEBI Insider Trading Regulations makes it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders.

Other Indian laws

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, fire-safety related laws and rules framed thereunder, the Arbitration and Conciliation Act, 1996, the Indian Contract Act, 1872, Sale of Goods Act, 1930, Foreign Exchange and Management Act, 1999, Micro, Small, and Medium Enterprise Act, 2002 and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for our day to day business.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'SEDEMAC Mechatronics Private Limited' as a private limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated July 18, 2007, issued by the Registrar of Companies. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on April 29, 2024 and by our Shareholders pursuant to their resolution passed in an Extraordinary General Meeting held on June 7, 2024, upon which the name of our Company was changed to 'SEDEMAC Mechatronics Limited' and a fresh certificate of incorporation dated September 2, 2024 pursuant to such change of name was issued by the Registrar of Companies, Central Processing Centre.

Changes in the registered office

Except as disclosed below, there has been no change in the registered office of our Company since the date of incorporation:

Effective date of change	Details of change in the registered office	Reason for change in the registered office
May 22, 2008	The registered office of our Company was changed from 5, Mandar, G.N. Sohoni Rd, Ghantali, Thane, Mumbai, 400 602, Maharashtra, India to SINE Business Incubator, CSRE Building, I.I.T. Bombay, Powai, Mumbai 400 076, Maharashtra, India	Administrative convenience
February 23, 2009	The registered office of our Company was changed from SINE Business Incubator, CSRE Building, I.I.T. Bombay, Powai, Mumbai, 400 076, Maharashtra, India. to SINE Premises, Third Floor, CSRE Building, I.I.T. Bombay, Powai, Mumbai, 400 076, Maharashtra, India	Administrative convenience
July 15, 2016	The registered office of our Company was changed from SINE Premises, Third Floor, CSRE Building, I.I.T. Bombay, Powai, Mumbai, 400 076, Maharashtra, India to 211, 2nd Floor, Building No 1, Sona Udyog Ind. Estate, Parsi Panchayat Road, Andheri East, Mumbai 400 069, Maharashtra, India	Administrative convenience
September 26, 2025	The registered office of our Company was changed from 211, 2nd Floor, Building No 1, Sona Udyog Ind. Estate, Parsi Panchayat Road, Andheri East, Mumbai 400 069, Maharashtra, India to Survey No. 270/1/A/2, Pallod Farms, Baner Road, Baner, Baner Gaon, Haveli, Pune 411 045 Maharashtra, India	Administrative convenience

Main objects of our Company

The main object contained in our Memorandum of Association are as follows:

1. *To develop, market and sell mechatronic (mechanical, electrical and electronic) and automation technology and products for the use and benefit of industry, government, academia and the public, in and outside India; To act as consultants for the purpose of assessing, evaluating and recommending mechatronic or automation solutions and products; To create and promote the creation of intellectual property in mechatronic and automation technology.*

The main object as contained in our MoA enables our Company to carry on the business presently being carried out and proposed to be carried out.

Amendments to our MoA in the last 10 years

The amendments to our MoA in the last 10 years are set out below:

Date of Shareholders' resolution	Details of the amendments
February 27, 2016	Clause V of the Memorandum of Association of our Company was amended to reflect reclassification in the authorized share capital from ₹1,000,000 divided into 54,900 Equity Shares of ₹10 each, 5,200 Series A Preference Shares of ₹10 each, 3,200 Series B Preference Shares of ₹10 each, 1,400 Series C Preference Shares of ₹100 each, 700 Series D Preference Shares of ₹100 each, 770 Series D-1 Preference Shares of ₹100 each and 800 Series E Preference Shares of ₹100 each ***to*** ₹1,000,000 divided into 22,400 Equity Shares of ₹10 each, 5,200 Series A Preference Shares of ₹10 each, 3,200 Series B Preference Shares of ₹10 each, 1,400 Series C Preference Shares of ₹100 each, 700 Series D Preference Shares of ₹100 each, 770 Series D-1 Preference Shares of ₹100 each, 800 Series E Preference Shares of ₹100 each and 3,250 Series E-1 Preference Shares of ₹100 each
December 12, 2018	Clause V of the Memorandum of Association of our Company was amended to reflect reclassification in the authorized share capital from ₹1,000,000 divided into 22,400 Equity Shares

Date of Shareholders' resolution	Details of the amendments
	of ₹10 each, 5,200 Series A Preference Shares of ₹10 each, 3,200 Series B Preference Shares of ₹10 each, 1,400 Series C Preference Shares of ₹100 each, 700 Series D Preference Shares of ₹100 each, 770 Series D-1 Preference Shares of ₹100 each, 800 Series E Preference Shares of ₹100 each and 3,250 Series E-1 Preference Shares of ₹100 each ***to*** ₹1,000,000 divided into 11,900 Equity Shares of ₹10 each, 5,200 Series A Preference Shares of ₹10 each, 3,200 Series B Preference Shares of ₹10 each, 1,400 Series C Preference Shares of ₹100 each, 700 Series D Preference Shares of ₹100 each, 770 Series D-1 Preference Shares of ₹100 each, 800 Series E Preference Shares of ₹100 each, 3,250 Series E-1 Preference Shares of ₹100 each and 1,050 Series F Preference Shares of ₹100 each
May 14, 2024	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital from ₹1,000,000 divided into 11,900 Equity Shares of ₹10 each, 5,200 Series A Preference Shares of ₹10 each, 3,200 Series B Preference Shares of ₹10 each, 1,400 Series C Preference Shares of ₹100 each, 700 Series D Preference Shares of ₹100 each, 770 Series D-1 Preference Shares of ₹100 each, 800 Series E Preference Shares of ₹100 each, 3,250 Series E-1 Preference Shares of ₹100 each and 1,050 Series F Preference Shares of ₹100 each ***to*** ₹2,000,000 divided into 111,900 Equity Shares of ₹10 each, 5,200 Series A Preference Shares of ₹10 each, 3,200 Series B Preference Shares of ₹10 each, 1,400 Series C Preference Shares of ₹100 each, 700 Series D Preference Shares of ₹100 each, 770 Series D-1 Preference Shares of ₹100 each, 800 Series E Preference Shares of ₹100 each, 3,250 Series E-1 Preference Shares of ₹100 each and 1,050 Series F Preference Shares of ₹100 each
June 7, 2024	Clause I of the Memorandum of Association of our Company was amended by changing the name of our Company from SEDEMAC Mechatronics Private Limited to SEDEMAC Mechatronics Limited
May 29, 2025	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital from ₹2,000,000 divided into 111,900 Equity Shares of ₹10 each, 5,200 Series A Preference Shares of ₹10 each, 3,200 Series B Preference Shares of ₹10 each, 1,400 Series C Preference Shares of ₹100 each, 700 Series D Preference Shares of ₹100 each, 770 Series D-1 Preference Shares of ₹100 each, 800 Series E Preference Shares of ₹100 each, 3,250 Series E-1 Preference Shares of ₹100 each and 1,050 Series F Preference Shares of ₹100 each ***to*** ₹500,000,000 divided into 50,000,000 Equity Shares divided 49,800,000 into of ₹10 each, 5,200 Series A Preference Shares of ₹10 each, 3,200 Series B Preference Shares of ₹10 each, 1,400 Series C Preference Shares of ₹100 each, 700 Series D Preference Shares of ₹100 each, 770 Series D-1 Preference Shares of ₹100 each, 800 Series E preference shares of ₹100 each, 3,250 Series E-1 Preference Shares of ₹100 each and 1,050 Series F Preference Shares of ₹100 each
May 29, 2025	Clause V of the Memorandum of Association of our Company was amended to reflect reclassification in the authorized share capital from ₹500,000,000 divided into 50,000,000 Equity Shares divided 49,800,000 into of ₹10 each, 5,200 Series A Preference Shares of ₹10 each, 3,200 Series B Preference Shares of ₹10 each, 1,400 Series C Preference Shares of ₹100 each, 700 Series D Preference Shares of ₹100 each, 770 Series D-1 Preference Shares of ₹100 each, 800 Series E preference shares of ₹100 each, 3,250 Series E-1 Preference Shares of ₹100 each and 1,050 Series F Preference Shares of ₹100 each to ₹500,000,000 divided into 50,000,000 Equity Shares of ₹10 each

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Calendar Year	Particulars
2007	Incorporation of our Company
2010	First production shipment of electronic governors
2012	Launch of smart ignition technology
2014	Launch of first genset controller with integrated electronic governing
2014	First demonstration of ISG (Integrated Starter Generator) for 2/3 Ws
2015	Commissioned a factory at Chakan for high-volume ECU production
2016	Cumulative Smart Ignition software of 5 million vehicles mark
2016	Acquisition of Messrs Auto Electronics on slump sale basis
2017	Cumulative Smart Ignition software of 10 million vehicles mark
2018	Launch of sensor-less ISG for 2/3Ws
2018	Launch of Genset EFI ECU in the US market
2020	Cumulative ISG sale crossed 1 million mark
2021	Commissioned a R&D center at Baner
2022	Cumulative number of gensets addressed through our Company products cross 500,000
2022	Launch of EFI (Electronic Fuel Injection) ECU Sales to the India 2/3W market
2022	Started export of e-bike motor controller to France
2024	ISG+EFI Integrated ECU Launched

Calendar Year	Particulars
2024	Cumulative ISG Sale crossed 5 million mark
2024	Cumulative number of gensets addressed through our Company products cross 1 million
2025	Launch of motor controller for electric two-wheeler
2026	Cumulative ISG, ISG+EFI and EFI ECU Sale crossed 10 million mark

Awards, accreditations, and accolades received by our Company

The table below sets forth key awards, accreditations and accolades received by our Company:

Calendar Year	Particulars
2014	Awarded first runner-up at the "Supplier Quality Improvement Contest" by Kirloskar Oil Engines Limited
2014	Presented "Excellent Technological Support and Innovation Award" by Kirloskar Oil Engines Limited
2016	Presented "Response to Development Award" by Kirloskar Oil Engines Limited
2016	Presented "India Mechatronics Technology Innovation Leadership Award" by Frost and Sullivan
2020	Awarded platinum under the category "Consistent Quality Performance" by TVS Motor
2021	Awarded "Best Supply Chain Innovation Projects" by TVS Motor
2023	Categorised as "Reliability Cluster Program 1" under "Star City+RR Warranty Reduction Through Reliability Improvement Methodology" by TVS Motor
2023	Awarded an appreciation for customer Obsession, Speed & Agility with "Consistent Delivery Performance" by TVS Motor
2024	Categorised as "Reliability Cluster Program 2" under "Apache RR B1/B10 Life Achievement through 9 Step DFR Methodology" by TVS Motor

Time or cost over-runs

As on the date of this Red Herring Prospectus, there have been no time or cost over-runs in respect of our business operations.

Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

As on the date of this Red Herring Prospectus, there have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Significant financial and/ or strategic partners

As on the date of this Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "*Our Business*" and "- *Major events and milestones of our Company*" on pages 246 and 281, respectively.

Agreements with Key Managerial Personnel, Senior Management Personnel, Director or any other employee of our Company

As on the date of this Red Herring Prospectus, there are no agreements entered into by any Key Managerial Personnel, Senior Management Personnel or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years

Except as disclosed below, there has neither been any material acquisition or divestment of any business or undertaking nor has our Company undertaken any merger, amalgamation or revaluation of assets in the last 10 years.

Business transfer agreement dated August 29, 2016 between our Company and Messrs Auto Electronics ("Business Transfer Agreement").

Our Company and Messrs Auto Electronics ("**Auto Electronics**") entered into a business transfer agreement dated August 29, 2016, pursuant to which Auto Electronics transferred, and our Company purchased, as a going concern and on a slump sale basis, for a total consideration of ₹210.00 million, Auto Electronics' business in connection with manufacturing of spark ignition controllers, voltage regulators and miscellaneous electronic components for two wheeler original equipment manufacturers. The transfer *inter alia* includes, (a) assets, (b) contracts, (c) assumed liabilities, (d) transferred employees, along with related employees benefit plan balances, (e) books and records, (f) intellectual property, (g) applicable business insurance policies, and (h) creditors. Our Company obtained a valuation report dated September 1, 2016, from Vinaya Shasrabuddhe, in relation to determining the fair market value of assets acquired under the slump sale. None of our Promoters or Directors are related to Auto Electronics.

Shareholders' agreements and other agreements

Except for as disclosed below, as on the date of this Red Herring Prospectus, there are no subsisting arrangements or agreements, deeds of assignment acquisition agreements, shareholders' agreements, inter-se agreements, agreements between our Company and our Shareholders, agreements of like nature and clauses/covenants which are material to our Company:

Shareholders' Agreement dated April 26, 2024 between the Company, the Promoters, the SHA Incoming Investors, the SHA Continuing Investors and Other Shareholders ("Shareholders' Agreement"), as amended by the First Amendment Agreement dated July 18, 2024, the Second Amendment Agreement dated January 7, 2025 and the Third Amendment Agreement dated October 7, 2025

Our Company, the Promoters, the SHA Incoming Investors, the SHA Continuing Investors (along with the SHA Incoming Investors, the "**Investors**") and Other Shareholders (as defined therein) have entered into the Shareholders' Agreement to, *inter alia*, record the ownership, rights and obligations pertaining to their respective shares held by the parties thereto and the mechanism for governing their respective rights as shareholders, on the terms and conditions stated thereunder.

Pursuant to the Shareholders' Agreement, as amended by the First Amendment Agreement and the Second Amendment Agreement, Xponentia Opportunities Fund II ("**Xponentia**") and A91 Emerging Fund II LLP ("**A91**") were entitled to nominate one director each to the board of directors of our Company, until such time that each of the Xponentia Group and A91, respectively, held 10% or more of the issued and paid up equity share capital of our Company on a fully diluted basis. In addition, the Promoters were entitled to nominate such numbers of directors as may be nominated by the Investors, in this case being Xponentia and A91 who had nomination rights.

Further, until such time the SHA Incoming Investors or SHA Continuing Investors held shareholding the Company, each of them were also entitled to receive certain information from the Company at periodic intervals or on an event basis, including with respect to audited financial statements, monthly financial statements, managements accounts and operational reports, appointment or resignation of any member of the senior management, as well as any information in respect of the business of our Company as reasonably requested by them. Further, any decisions with respect to certain 'reserved matters', whether at board or shareholder level, including changes in the memorandum of association and articles of association of our Company, any issuance of shares, warrants or convertibles or any reduction of share capital, or buy-back of shares, required consent from certain Investors in the manner indicated thereunder.

The Shareholders' Agreement also prescribed certain transfer restrictions on the Promoters, with any such transfers requiring prior written approval of the Investors, except for (a) any inter-se transfers between the Promoters or their relatives, and (b) any transfers to third parties subject to certain prescribed thresholds, provided *inter alia* that the Promoters or their relatives continue to hold at least 20% of the share capital of our Company on a fully diluted basis. In the event of any transfers by the Promoters in excess of such permitted transfers, the Investors were also entitled to a right of first refusal and related tag-along rights. Further, other than the Promoters, the shareholders were entitled to freely transfer any of the shares held by them. However, such right remained subject, prior written consent from the Prof. Shashikanth Suryanarayanan, the promoter representative, acting for and on behalf of the Promoters and his relatives, in case the transferee (a) not being involved in a restricted business, and (b) not (including through its affiliates) holding 24.9% or more of the share capital of our Company, as a result of such transfers.

In order to facilitate the Offer, the relevant parties have entered into the Third Amendment Agreement, to the effect that save and except certain provisions, including the right of the Investors to receive audited financial information, subject to applicable laws, and stipulated transfer restrictions, the remaining provisions of the Shareholders' Agreement stand suspended from the date of the filing of the Draft Red Herring Prospectus. Pursuant to the terms of the Third Amendment Agreement, the Shareholders' Agreement shall terminate immediately and automatically, with effect from the date of listing and trading of the Equity Shares of our Company pursuant to the Offer, without any further act or deed required by or from any party.

Key terms of other subsisting material agreements

Furthermore, as on the date of this Red Herring Prospectus, except as entered in the normal course of business and except as disclosed in "*-Shareholders agreements and other agreements*", there are no agreements entered into by the Shareholders, Promoters, Promoter Group, Related Parties, Directors, Key Managerial Personnel, employees of our Company or of our Promoters among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company.

Our Company has not entered into any other subsisting material agreements including with strategic partners, joint ventures or financial partners, or which needs to be disclosed or non-disclosure of which may have bearing on any investment decision in the Offer.

We confirm there are no other agreements, arrangements and clauses or covenants which our Company is a party to, in relation to securities of our Company, which are material and which needs to be disclosed or non-disclosure of which may have a bearing on the investment decision.

Holding company

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries, Associates and Joint Ventures

As on the date of this Red Herring Prospectus, our Company does not have any subsidiaries, associate companies or joint ventures.

Guarantees given by the Promoter Selling Shareholder

The Promoter Selling Shareholder has not provided any guarantees to third parties with respect to our Company as on the date of this Red Herring Prospectus.

For further details, see '*Our Promoters and Promoter Group*' beginning on page 306.

Accumulated profits or losses

As on the date of this Red Herring Prospectus, there are no accumulated profits or losses that have not been accounted for by our Company in the Restated Financial Information.

OUR MANAGEMENT

In terms of the Companies Act and the Articles of Association, our Company is authorized to have a minimum of three Directors and a maximum of 15 Directors. As on the date of this Red Herring Prospectus, we have six Directors on our Board, comprising of three Executive Directors and three Non-Executive Directors including two Independent Directors. Our Company has one woman Independent Director who is the Chairperson of the Board.

Our Board

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

Name, designation, occupation, date of birth, age, address, current term, period of directorship and DIN	Other directorships
Poyni Bhatt **Designation:** Chairperson and Independent Director **Occupation:** Professional **Date of birth:** April 14, 1965 **Age:** 60 years **Address:** B – 193, Ananta, Hill Side, IIT Campus, Powai, Mumbai 400 076, Maharashtra, India **Current term:** For a period of five years with effect from March 22, 2025 **Period of directorship:** Director since March 22, 2025 **DIN:** 09052397	**Indian Companies:** • Technology Innovation Foundation of Palakkad; and • UOFT India Foundation. **Foreign Companies:** Nil
Prof. Shashikanth Suryanarayanan **Designation:** Managing Director **Occupation:** Business **Date of birth:** July 11, 1977 **Age:** 48 years **Address:** Rua Antonio Da Costa N 33-24 QTA Anjos Setubal 2950 – 580, Portugal **Current term:** For a period of three years with effect from March 26, 2025 and liable to retire by rotation **Period of directorship:** Director since July 18, 2007 **DIN:** 01269904	**Indian Companies:** Nil **Foreign Companies:** Nil
Amit Arun Dixit **Designation:** Joint Managing Director **Occupation:** Business **Date of birth:** December 1, 1981 **Age:** 44 years **Address:** D 704, Asha Residency, Cummins College, Karve Nagar, Pune 411 052, Maharashtra, India **Current term:** For a period of three years with effect from March 26, 2025 and liable to retire by rotation	**Indian Companies:** Nil **Foreign Companies:** Nil

Name, designation, occupation, date of birth, age, address, current term, period of directorship and DIN	Other directorships
Period of directorship: Director since January 11, 2018 **DIN:** 01288169	
Manish Sharma **Designation:** Whole Time Director and Chief Operating Officer **Occupation:** Business **Date of birth:** April 28, 1979 **Age:** 46 years **Address:** A2/2 Harmony Society, Nagras Road, Aundh, Pune City, Pune 411 007, Maharashtra, India **Current term:** For a period of three years with effect from May 14, 2025 and liable to retire by rotation **Period of directorship:** Director since May 14, 2025 **DIN:** 01310490	**Indian Companies:** Nil **Foreign Companies:** Nil
Namakal S Parthasarathy **Designation:** Independent Director **Occupation:** Professional **Date of birth:** January 3, 1961 **Age:** 65 years **Address:** No. 36 4th Cross KED Layout, Geddahaili, Bangalore North, R.M.V. Extension II Stage, Bangalore 560 094, Karnataka, India **Current term:** For a period of five years with effect from February 21, 2025 **Period of directorship:** Director since February 21, 2025 **DIN:** 00146954	**Indian Companies:** • General Aeronautics Private Limited; • Imerit Technology Services Private Limited; • Intugine Technologies Private Limited; • Maveric Systems Limited; • Mindgrove Technologies Private Limited; • NAB Global Innovation Centre India Private Limited; • Simyog Technology Private Limited; • Vunet Systems Private Limited; and • Welive Foundation. **Foreign Companies:** Nil
Udo Edgar Wolz **Designation:** Non-Executive Director **Occupation:** Consultant **Date of birth:** June 19, 1957 **Age:** 68 years **Address:** Hahnhofstr. 28, Baden-Baden, D-76530, Germany **Current term:** For a period of three years with effect from July 1, 2025 and liable to retire by rotation **Period of directorship:** Director since July 1, 2025 **DIN:** 11142797	**Indian Companies:** Nil **Foreign Companies:** • DUW Consult GmbH; • Trip Perfect GmbH; and • Udo Wolz Enterprises GmbH.

Brief profiles of our Directors

Poyni Bhatt is the Chairperson and Independent Director on the Board of our Company. She holds a bachelor's degree in Commerce from Gujarat University and is a qualified company secretary. She has approximately 30 years of experience and was previously associated with Society for Innovation & Entrepreneurship at IIT Bombay as chief executive officer, ICICI Securities Limited as senior vice president, company secretary and head – legal, compliance and secretarial and Ashima Dyecot Limited as general manager (secretarial).

Prof. Shashikanth Suryanarayanan is the Managing Director of our Company. He is one of the Promoters of our Company, and has been associated with our Company since its incorporation. He holds a bachelor's degree of technology in Mechanical Engineering from Indian Institute of Technology, Madras, and a degree of Doctor of Philosophy from University of California, Berkeley. He is an Associate Professor in the Department of Mechanical Engineering at the Indian Institute of Technology, Bombay and is currently on leave. He has over 17 years of experience in the control sector.

Amit Arun Dixit is the Joint Managing Director of our Company. He is one of the Promoters of our Company. He is also a founding shareholder of our Company and joined our Company in a professional capacity on August 11, 2008. He holds a bachelor's degree in Production Engineering from K.J. Somaiya College of Engineering and a master's degree of technology in Mechanical Engineering. He also holds a degree of Doctor of Philosophy from the Indian Institute of Technology, Bombay and prepared a thesis on "Parameter Estimation for Servo Systems with Friction". He has over 17 years of experience in the control sector.

Manish Sharma is the Whole Time Director of our Company, and also acts as our Chief Operating Officer. He is also one of the Promoters of our Company. He is a founding shareholder of our Company and joined our Company in a professional capacity on August 1, 2008. He holds a bachelor's degree in Mechanical Engineering from Bharati Vidyapeeth's College of Engineering, and a master's degree of technology in Mechanical Engineering from the Indian Institute of Technology, Bombay. He was previously associated with Eaton India Engineering Center as an engineer. He has over 17 years of experience in the control sector.

Namakal S Parthasarathy is an Independent Director of our Company. He holds a master's degree in science with honors in mathematics from Birla Institute of Technology and Science, Pilani and a master's degree of technology in Computer Science and Data Processing from the Indian Institute of Technology, Kharagpur. He has over 20 years of experience in the information and technology sector. He has been associated with Wipro Limited as its general manager and has previously served as the executive vice chairman and as the chief operating officer of Mindtree Limited. He has been awarded the "BITS Pilani Distinguished Alumnus Award" by Birla Institute of Technology and Science, Pilani in 2016. He is currently associated with Mela Ventures as its managing partner.

Udo Edgar Wolz is a Non-Executive Director on the Board of our Company. He holds a master's degree in Mechanical Engineering from Fridericiana Technical University of Karlsruhe and Doctorate of Engineering from the Faculty of Civil Engineering and Geodesy Karlsruhe Technical University. He has over 30 years of experience in the automotive industry. He has previously been associated with Robert Bosch GmbH as its chairman of the divisional board for the electrical drives business division and has also served as the head of center role for the powertrain and transmission development department of DaimlerChrysler Joint Stock Company and in the commercial vehicles department of ZF Friedrischshafen.

Relationships between our Directors and the Key Managerial Personnel or Senior Management Personnel

None of our Directors are related to each other or to any of our Key Managerial Personnel or Senior Management Personnel.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchange during their directorship in such companies.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

None of our Directors have been declared as Wilful Defaulters nor as Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or a fraudulent borrower issued by the RBI.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

Our Company, Directors and Key Managerial Personnel do not have any conflict of interests with the lessors of the immovable properties of our Company (crucial for operation of our Company).

Our Company, Directors and Key Managerial Personnel do not have any conflict of interests with the suppliers of raw materials and third-party service providers that are crucial for the operations of our Company.

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Directors were selected as a Director or Senior Management Personnel

As on the date of this Red Herring Prospectus, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors are appointed on the Board.

Terms of appointment of our Executive Directors

Prof. Shashikanth Suryanarayanan

Prof. Shashikanth Suryanarayanan is currently the Managing Director of our Company. He has been appointed as the Managing Director of our Company for a period of three years with effect from March 26, 2025, pursuant to resolutions passed by our Board and Shareholders on March 26, 2025 and May 29, 2025, respectively. The details of remuneration payable to Prof. Shashikanth Suryanarayanan, as approved by our Board and the Shareholders, in their meetings held on March 26, 2025 and May 29, 2025, respectively, are as stated below.

S. No.	Category	Particulars
1.	Fixed compensation	Up to ₹12,600,000 per annum, which shall be paid by our Company on a monthly basis
2.	Perquisites and Allowances	a. Hardship/ other allowance: Up to ₹6,000,000 per annum, which shall be paid by our Company on a monthly basis. b. Contribution to the local social security: Up to ₹ 3,000,000 per annum, which shall be paid by our Company on a monthly basis. In the event there is any change in the local laws which increases the minimum social security payable to Prof. Shashikanth Suryanarayanan, the social security contribution shall be accordingly increased in accordance with applicable laws. c. Medical Insurance coverage for self and family: Up to ₹400,000 per annum.
3.	Variable Pay	a. Up to ₹62,500,000 for Financial Year 2026, which shall be payable by our Company on a half yearly basis, unless the Board (on the recommendation of the Nomination and Remuneration Committee of our Company) determines any other payment timeline.
4.	Other criteria	a. The maximum aggregate remuneration (including maximum fixed compensation and variable remuneration, as stated above) of an amount not exceeding ₹84,500,000 shall be payable by our Company to Prof. Shashikanth Suryanarayanan, with effect from March 26, 2025, for Financial Year 2026. b. The maximum aggregate remuneration (including maximum fixed compensation and variable remuneration, as stated above) shall be subject to annual increments for Financial Year 2027 and Financial Year 2028 as determined by our Board on the basis of Nomination and Remuneration Committee's recommendations. However, the maximum aggregate remuneration (including maximum fixed compensation and variable remuneration) to be paid our Company to Prof. Shashikanth Suryanarayanan shall not exceed ₹90,000,000 in any of the said financial year. c. In the event of any inadequacy or absence of profits in any financial year, the aforementioned remuneration shall continue to be paid as the minimum remuneration by our Company to Prof. Shashikanth Suryanarayanan, subject to such other approvals as may be necessary under applicable laws.

Amit Arun Dixit

Amit Arun Dixit is currently the Joint Managing Director of our Company. He was appointed as the Joint Managing Director of our Company for a period of three years with effect from March 26, 2025, pursuant to resolutions passed by our Board and Shareholders on March 26, 2025 and May 29, 2025, respectively. The details of remuneration payable to Amit Arun Dixit, as approved by our Board and the Shareholders, in their meetings held on March 26, 2025 and May 29, 2025, respectively, are as stated below.

S. No.	Category	Particulars
1.	Fixed compensation	Up to ₹10,000,000 per annum, which shall be paid by our Company on a monthly basis, including house rent allowance, contribution to employees' provident fund and group health insurance benefit.
2.	Perquisites and Allowances	a. Car perquisite including driver services: Up to ₹500,000 per annum, which shall be paid by our Company on a monthly basis. b. Gratuity payable as per the Gratuity Act, 1972, as applicable.
3.	Variable Pay	a. Up to ₹52,500,000 for Financial Year 2026, which shall be payable by our Company on a half yearly basis, unless the Board (on the recommendation of the Nomination and Remuneration Committee of our Company) determines any other payment timeline.
4.	Other criteria	a. The maximum aggregate remuneration (including maximum fixed compensation and variable remuneration, as stated above) of an amount not exceeding ₹63,000,000 shall be payable by our Company to Amit Arun Dixit, with effect from March 26, 2025, for Financial Year 2026. b. The maximum aggregate remuneration (including maximum fixed compensation and variable remuneration, as stated above) shall be subject to annual increments for Financial Year 2027 and Financial Year 2028 as determined by our Board on the basis of Nomination and Remuneration Committee's recommendations. However, the maximum aggregate remuneration (including maximum fixed compensation and variable remuneration) to be paid our Company to Amit Arun Dixit shall not exceed ₹90,000,000 in any of the said financial year. c. In the event of any inadequacy or absence of profits in any financial year, the aforementioned remuneration shall continue to be paid as the minimum remuneration by our Company to Amit Arun Dixit, subject to such other approvals as may be necessary under applicable laws.

Manish Sharma

Manish Sharma is currently the Whole Time Director of our Company. He was appointed as the Whole Time Director of our Company for a period of three years with effect from May 14, 2025, pursuant to resolutions passed by our Board and Shareholders on May 13, 2025 and May 29, 2025, respectively. The details of remuneration payable to Manish Sharma, as approved by our Board and the Shareholders, in their meetings held on May 13, 2025 and May 29, 2025, respectively, are as stated below.

S. No.	Category	Particulars
1.	Fixed compensation	Up to ₹8,000,000 per annum, which shall be paid by our Company on a monthly basis, including house rent allowance, contribution to employees' provident fund and group health insurance benefit.
2.	Perquisites and Allowances	a. Car perquisite including driver services: Up to ₹500,000 per annum, which shall be paid by our Company on a monthly basis. b. Gratuity payable as per the Gratuity Act, 1972, as applicable.
3.	Variable Pay	a. Up to ₹30,000,000 for Financial Year 2026, which shall be payable by our Company on a half yearly basis, unless the Board (on the recommendation of the Nomination and Remuneration Committee of our Company) determines any other payment timeline.
4.	Other criteria	a. The maximum aggregate remuneration (including maximum fixed compensation and variable remuneration, as stated above) of an amount not exceeding ₹38,500,000 shall be payable by our Company to Manish Sharma, with effect from May 14, 2025, for Financial Year 2026. b. The maximum aggregate remuneration (including maximum fixed compensation and variable remuneration, as stated above) shall be subject to annual increments for Financial Year 2027 and Financial Year 2028 as determined by our Board on the basis of Nomination and Remuneration Committee's recommendations. However, the maximum aggregate remuneration (including maximum fixed compensation and variable remuneration) to be paid our Company to Manish Sharma shall not exceed ₹70,000,000 in any of the said financial year.

S. No.	Category	Particulars
		b. In the event of any inadequacy or absence of profits in any financial year, the aforementioned remuneration shall continue to be paid as the minimum remuneration by our Company to Manish Sharma, subject to such other approvals as may be necessary under applicable laws.

Remuneration to our Directors:

The remuneration paid to our Directors in Financial Year 2025 is as follows:

Remuneration to our Executive Directors

The details of the remuneration and commission paid in the Financial Year 2025 is as follows:

(₹ in million)

Sr. No.	Name of the Director	Remuneration
1.	Prof. Shashikanth Suryanarayanan	53.93
2.	Amit Arun Dixit	29.99
3.	Manish Sharma	26.48

Remuneration to Non-Executive Director and Independent Directors

Pursuant to a resolution of our Board dated May 21, 2025, our Independent Directors are entitled to (i) sitting fees of ₹100,000 for attending each meeting of the Board of Directors, and (ii) sitting fees of ₹100,000 for attending each meeting of the committees of the Board of Directors.

In addition to above, details of remuneration payable to our Non-Executive Director and Independent Directors are as follows:

a. Pursuant to appointment agreement dated September 20, 2025 entered into between our Company and Udo Edgar Wolz, and resolutions passed by our Board and Shareholders on June 21, 2025 and June 23, 2025, respectively, an annual remuneration of up to ₹10,930,320* is payable by our Company to Udo Edgar Wolz on a quarterly basis.

**Indian Rupee equivalent amount for €102,000, based on exchange rate of €1 = ₹107.16, as at February 24, 2026, available at www.rbi.org.in, www.fbil.org.in, and xe.com*

b. Pursuant to resolutions passed by our Board and Shareholders on June 21, 2025 and June 23, 2025, respectively, Namakal S Parthasarathy and Poyni Bhatt, each, are payable an annual remuneration which is higher of:

   i. an amount equivalent of an aggregate amount of 0.20% of the net profits of our Company in a Financial Year, computed in accordance with provisions of Section 198 of the Companies Act;

   ii. ₹1,500,000 subject to maximum of ₹4,000,000 in a Financial Year, which shall be valid and payable, in the event our Company has adequate profits as per the Companies Act, for a period of five years with effect from April 1, 2025.

Our Company has not paid any remuneration to our Non-Executive Directors and Independent Directors in Financial Year 2025.

Remuneration paid or payable to our Directors by our Subsidiary

As on date of this Red Herring Prospectus, our Company does not have any subsidiaries.

Contingent and deferred compensation payable to the Directors by our Company

Except as disclosed below, no contingent or deferred compensation has accrued for Financial Year 2025 which is payable to any of our Directors for the Financial Year 2025.

Sr. No.	Name of the Director	Remuneration (₹ in million)
1.	Prof. Shashikanth Suryanarayanan	29.45
2.	Amit Arun Dixit	20.20
3.	Manish Sharma	20.00

Note: Our Company has paid ₹29.45 million, ₹20.20 million and ₹20.00 million to Prof. Shashikanth Suryanarayanan, Amit Arun Dixit and Manish Sharma, respectively, in Financial Year 2026.

Bonus or profit-sharing plan for our Directors

Other than as disclosed in "- *Terms of appointment of our Executive Directors*" and "- *Remuneration to Non-Executive Director* *and Independent Directors*" on pages 288 and 290, respectively, our Company does not have any performance linked bonus or a profit-sharing plan in which our Directors have participated.

Service Contracts with Directors

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, none of our Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification Equity Shares.

Except as disclosed below, none of the Directors hold Equity Shares in our Company:

Name#	**No. of Equity Shares**	**Percentage of the pre-Offer paid up share capital on a fully diluted basis (%)***
Prof. Shashikanth Suryanarayanan	7,150,500	16.16
Amit Arun Dixit	1,245,000	2.81
Manish Sharma	864,000	1.95
Poyni Bhatt	3,000	0.01

**Assuming exercise of vested options under ESOP 2014.*

#Additionally, Namakal S Parthasarathy is a trustee of Bilahari Trust that holds 225,000 Equity Shares, aggregating to 0.51% of the pre-Offer paid-up share capital on a fully diluted basis, as on the date of this Red Herring Prospectus.

Shareholding of Directors in our Subsidiary

As on the date of this Red Herring Prospectus, our Company does not have any subsidiaries.

Interest of Directors

Our Directors, may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a committee thereof, to the extent of other remuneration and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and their respective appointment letters, to the extent of commission payable to them by our Company and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. For further details, see "*– Remuneration to our Directors*" on page 290.

Our Directors may also be deemed to be interested to the extent of Equity Shares (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives. For further details regarding the shareholding of our Directors, see "*– Shareholding of Directors in our Company*" on page 291.

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company. Except as stated in "*Other Financial Information – Related Party Transactions*" beginning on page 428, no amount or benefit has been paid or given within the two years preceding the date of this Red Herring Prospectus or is intended to be paid or given to any of our Directors.

None of our Directors have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested, by any person, either to induce such Director to become or to help such Director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

None of our Directors have availed loans from our Company. Except for Prof. Shashikanth Suryanarayanan, Amit Arun Dixit and Manish Sharma, who are also our Promoters, none of our Directors have any interest in the promotion or formation of our Company.

Changes to our Board in the last three years

Details of the changes in our Board in the last three years preceding the date of this Red Herring Prospectus are set forth below:

Name	**Date of appointment / cessation**	**Reason for change**
Paul Robine	May 30, 2024	Resigned as Non-Executive Director under Section 168 of the Companies Act, 2013

Name	Date of appointment / cessation	Reason for change
Sandeep Singhal	May 30, 2024	Resigned as Non-Executive Director under Section 168 of the Companies Act, 2013
Abhay Pandey	May 30, 2024	Appointed as a Non-Executive Director
Bhavya Kapoor	May 30, 2024	Appointed as a Non-Executive Director
Namakal S Parthasarathy	February 21, 2025	Appointed as an Independent Director*
Poyni Bhatt	March 22, 2025	Appointed as an Independent Director**
Manish Sharma	May 14, 2025	Appointed as Whole Time Director
Udo Edgar Wolz	July 1, 2025	Appointed as Non-Executive Director^
Abhay Pandey	October 17, 2025	Resigned as a Non-Executive Director due to suspension of nomination rights of A91 Emerging Fund II LLP pursuant to the third amendment agreement dated October 7, 2025 to the Shareholders' Agreement&
Bhavya Kapoor	October 17, 2025	Resigned as a Non-Executive Director due to suspension of nomination rights of Xponentia Opportunities Fund II pursuant to the third amendment agreement dated October 7, 2025 to the Shareholders' Agreement&

Note: *This table does not include details of re-designation and re-appointment of Directors.*

**Appointed as an additional director pursuant to resolution passed by our Board on February 20, 2025 and regularised as Independent Director pursuant to a resolution passed by our Shareholders on May 29, 2025.*

***Appointed as an additional director pursuant to resolution passed by our Board on March 21, 2025 and regularised as Independent Director pursuant to a resolution passed by our Shareholders on May 29, 2025.*

^ Appointed as an additional director pursuant to resolution passed by our Board on June 21, 2025 and regularised as Non-Executive Director pursuant to a resolution passed by our Shareholders on June 23, 2025.

*&For details in relation to the Shareholders' Agreement, please see "History and Certain Corporate Matters - Shareholders' agreements and other agreements - Shareholders' Agreement dated April 26, 2024 between the Company, the Promoters, the SHA Incoming Investors, the SHA Continuing Investors and Other Shareholders ("**Shareholders' Agreement**"), as amended by the First Amendment Agreement dated July 18, 2024, the Second Amendment Agreement dated January 7, 2025 and the Third Amendment Agreement dated October 7, 2025 on page 283 of this Red Herring Prospectus.*

Borrowing Powers

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a resolution passed by our Shareholders at their extra ordinary general meeting held on September 30, 2024, our Board is authorized to borrow a sum or sums of money, which together with the monies already borrowed by our Company, apart from temporary loans obtained by our Company in the ordinary course of business, in excess of our Company's aggregate paid-up capital, free reserves and securities premium, provided that the total amount which may be so borrowed and outstanding shall not exceed a sum of ₹2,500.00 million.

Corporate Governance

The provisions of the Companies Act 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, including those pertaining to the constitution of the Board and committees thereof.

In compliance with Section 152 of the Companies Act, not less than two-thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, our Company has constituted the following committees of our Board that are set forth below. In addition to the committees of our Board described below, our Board of Directors may, from time to time, constitute committees for various functions.

(a) Audit Committee
(b) Nomination and Remuneration Committee
(c) Stakeholders' Relationship Committee
(d) Corporate Social Responsibility Committee
(e) Risk Management Committee

Audit Committee

The members of the Audit Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Poyni Bhatt (Chairperson and Independent Director)	Chairperson
2.	Namakal S Parthasarathy (Independent Director)	Member
3.	Prof. Shashikanth Suryanarayanan (Managing Director)	Member

Further, our Company Secretary and Compliance Officer, Prasad Rajendra Chavan, shall act as a secretary to the Audit Committee. The Audit Committee is required to meet at least four times in a year under Regulation 18(2)(a) of the SEBI Listing Regulations. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the Audit Committee, whichever is greater, with at least two independent directors. The Audit Committee was constituted by way of resolution passed by our Board on March 26, 2025.

The terms of reference of the Audit Committee as adopted by way of resolution passed by our Board on October 13, 2025 are in accordance with Section 177 of the Companies Act and the SEBI Listing Regulations, and its terms of reference are as disclosed below:

a) Overseeing 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;

b) Recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee;

c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

(i) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

(ii) changes, if any, in accounting policies and practices and reasons for the same;

(iii) major accounting entries involving estimates based on the exercise of judgment by management;

(iv) significant adjustments made in the financial statements arising out of audit findings;

(v) compliance with listing and other legal requirements relating to financial statements;

(vi) disclosure of any related party transactions;

(vii) modified opinion(s) in the draft audit report;

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(f) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(i) Approval or any subsequent modification of transactions of the Company with related parties; All related party transactions shall be approved by only Independent Directors who are the members of the committee and the other members of the committee shall recuse themselves on the discussions related to related party transactions;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

(j) Reviewing, 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;

(k) Scrutiny of inter-corporate loans and investments;

(l) Valuation of undertakings or assets of the Company, wherever it is necessary;

(m) Appointment of Registered Valuer under Section 247 of the Companies Act, 2013;

(n) Evaluation of internal financial controls and risk management systems;

(o) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(p) 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;

(q) Discussion with internal auditors of any significant findings and follow up thereon;

(r) 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;

(s) 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;

(t) To look 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;

(u) To review the functioning of the whistle blower mechanism;

(v) Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(w) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

(x) Reviewing the utilization of loans and/ or advances from/investment by the holding 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 existing as on the date of coming into force of this provision.

(y) Formulating, reviewing and making recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;

(z) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

(aa) Reviewing compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time, at least once in a financial year and verifying that the systems for internal control under the said regulations are adequate and are operating effectively;

(bb) Investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;

(cc) To consider the rationale, cost, benefits and impact of schemes involving merger, demerger, amalgamation etc. on the Company and its shareholders and provide comments;

(dd) Reviewing:

i. Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;

ii. Any material default in financial obligations by the Company;

iii. Any significant or important matters affecting the business of the Company; and

(ee) Carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any 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.

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;

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. the examination of the financial statements and the auditors' report thereon;

vi. 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 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 SEBI Listing Regulations.

vii. the financial statements, in particular, the investments made by any unlisted subsidiary; and

viii. Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Namakal S Parthasarathy (Independent Director)	Chairman
2.	Poyni Bhatt (Chairperson and Independent Director)	Member
3.	Udo Edgar Wolz (Non-Executive Director)	Member

The Nomination and Remuneration Committee was constituted by way of resolution passed by our Board on March 26, 2025 and was last re-constituted by our Board on November 3, 2025. The terms of reference of the Nomination and Remuneration Committee as adopted by way of resolution passed by our Board on November 3, 2025 are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations, and its terms of reference are as disclosed below:

(a) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

(b) 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;

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 our 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.

(c) Formulating criteria for evaluation of performance of independent directors and the Board;

(d) Devising a policy on diversity of Board;

(e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(f) Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(g) Recommending to the board, all remuneration, in whatever form, payable to senior management;

(h) Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;

(i) 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;

(j) Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);

(k) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(l) Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme(s) of the Company;

(m) Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

(i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

(ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

(n) Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Companies Act, each as amended or other applicable law or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties;

(o) Performing such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(p) Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") including the following:

(i) Determining the eligibility of employees to participate under the ESOP Scheme;

(ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

(iii) Date of grant;

(iv) Determining the exercise price of the option under the ESOP Scheme;

(v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

(vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

(vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

(viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

(ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

(x) The grant, vest and exercise of option in case of employees who are on long leave;

(xi) The vesting and exercise of option in case of grantee who has been transferred or whose services have been seconded to any other entity within the group at the instance of the Company;

(xii) Allowing exercise of unvested options on such terms and conditions as it may deem fit;

(xiii) The procedure for cashless exercise of options;

(xiv) Forfeiture/ cancellation of options granted;

(xv) Arranging to get the shares issued under the ESOP Scheme listed on the stock exchanges on which the equity shares of the Company are listed or maybe listed in future.

(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.

(q) Construing and interpreting the Employee Stock Option Scheme ("**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;

(r) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy; and

(s) Performing such other functions as may be necessary or appropriate for the performance of its duties.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Poyni Bhatt (Chairperson and Independent Director)	Chairperson
2.	Manish Sharma (Whole Time Director and Chief Operating Officer)	Member
3.	Amit Arun Dixit (Joint Managing Director)	Member

The Stakeholders Relationship Committee was constituted by way of resolution passed by our Board on October 13, 2025.

The terms of reference of the Stakeholders Relationship Committee as adopted by way of resolution passed by our Board on October 13, 2025 is in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations. The terms of reference of the Stakeholders Relationship Committee include the following:

(a) Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, issue of new/duplicate certificates, general meetings, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

(b) Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

(c) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(d) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;

(e) Review of measures taken for effective exercise of voting rights by shareholders;

(f) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar & share transfer agent;

(g) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;

(h) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;

(i) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;

(j) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

(k) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Amit Arun Dixit (Joint Managing Director)	Chairman
2.	Prof. Shashikanth Suryanarayanan (Managing Director)	Member
3.	Manish Sharma (Whole Time Director and Chief Operating Officer)	Member
4.	Poyni Bhatt (Chairperson and Independent Director)	Member

The Corporate Social Responsibility Committee was constituted by way of resolution passed by our Board on October 13, 2025. The scope and functions of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act. The terms of reference of the Corporate Social Responsibility Committee as adopted by way of resolution passed by our Board on October 13, 2025 include the following:

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

(b) To review and recommend the amount of expenditure to be incurred on the activities referred to in (a) and amount to be incurred for such expenditure shall be as per the applicable law;

(c) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(d) 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;

(e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(f) To review and monitor the Corporate Social Responsibility Policy of the company and its implementation from time to time, and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(g) To do such other acts, deeds and things as may be required to comply with the applicable laws;

(h) To take note of the Compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;

(i) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

a. the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
b. the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;

d. monitoring and reporting mechanism for the projects or programmes;

e. details of need and impact assessment, if any, for the projects undertaken by the Company; and

(j) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

Risk Management Committee

The members of the Risk Management Committee are:

Sr. No.	Name of members	Committee Designation
1.	Manish Sharma (Whole Time Director and Chief Operating Officer)	Chairman
2.	Prof. Shashikanth Suryanarayanan (Managing Director)	Member
3.	Amit Arun Dixit (Joint Managing Director)	Member
4.	Rajesh Madhukar Sheth (Chief Financial Officer)	Member
5.	Namakal S Parthasarathy (Independent Director)	Member
6.	Udo Edgar Wolz (Non-Executive Director)	Member

The Risk Management Committee was constituted by way of resolution passed by our Board on October 13, 2025. The scope and functions of the Risk Management Committee is in accordance with the SEBI Listing Regulations. The terms of reference of the Risk Management Committee as adopted by way of resolution passed by our Board on October 13, 2025 include the following:

(a) To formulate a detailed risk management policy covering risk across functions and plan integration through training and awareness programmes which shall include:

(i) A framework for identification of internal and external risks specifically faced by the listed entities, in particular including financial, operational, sectoral, sustainability (particularly environmental, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

(ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and

(iii) Business continuity plan.

(b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(e) To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;

(f) To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;

(g) To review the status of the compliance, regulatory reviews and business practice reviews;

(h) To approve the process for risk identification and mitigation;

(i) To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;

(j) To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis:

(k) To approve major decisions affecting the risk profile or exposure and give appropriate directions;

(l) To consider the effectiveness of decision making process in crisis and emergency situations;

(m) To balance risks and opportunities;

(n) To generally, assist the Board in the execution of its responsibility for the governance of risk;

(o) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

(p) The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;

(q) To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;

(r) To implement and monitor policies and/or processes for ensuring cyber security;

(s) To review and recommend potential risk involved in any new business plans and processes;

(t) To review the Company's risk-reward performance to align with the Company's overall policy objectives;

(u) To monitor and review regular updates on business continuity;

(v) The Risk Management Committee shall have powers 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;

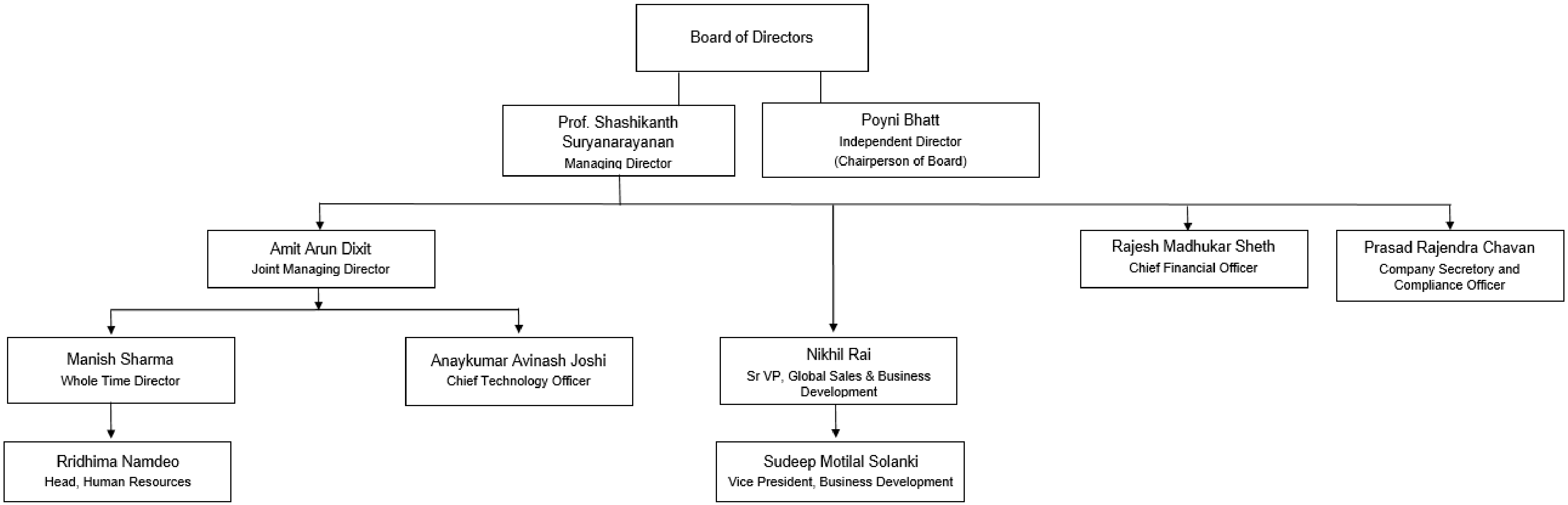
(w) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;

(x) To advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and

(y) Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Risk Management Committee is required to meet at least twice in a year under Regulation 21(3A) of the SEBI Listing Regulations.

Management organization chart



Key Managerial Personnel and Senior Management Personnel

Key Managerial Personnel

In addition to Prof. Shashikanth Suryanarayanan, the Managing Director of our Company, Amit Arun Dixit, the Joint Managing Director of our Company and Manish Sharma, the Whole Time Director and Chief Operating Officer of our Company, whose details are provided in "*– Brief profiles of our Directors*" on page 287, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as of the date of this Red Herring Prospectus are set forth below:

Rajesh Madhukar Sheth is the Chief Financial Officer of our Company. He has been associated with our Company since May 4, 2015. In our Company, he handles our Company's financial strategy, planning and risk management, ensuring financial health, compliance, and sustainable growth. He is a member of the Institute of Chartered Accountants of India. He has approximately 27 years of experience in the finance sector. Before his association with our Company, he has previously served as finance controller at Vanderlande Industries Software Private Limited and as manager-finance at Chemetall-Rai India Limited, among others. The remuneration paid to him in Financial Year 2025 by our Company was ₹9.83 million. For further details of compensation paid to Rajesh Madhukar Sheth during the Financial Year 2025, see "- *Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel*" on page 304.

Prasad Rajendra Chavan is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since January 6, 2025. In our Company, he handles legal and regulatory requirements relating to various corporate actions. He is an associate of the Institute of Company Secretaries of India. He has approximately 7 years of experience in the secretarial and compliance sector. Before his association with our Company, he has previously served as company secretary cum compliance officer at Spenta International Limited and as a partner at HS Associates, among others. The remuneration paid to him in Financial Year 2025 by our Company was ₹0.34 million. For further details of compensation paid to Prasad Rajendra Chavan during the Financial Year 2025, see "- *Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel*" on page 304.

Senior Management Personnel

In addition to Rajesh Madhukar Sheth, the Chief Financial Officer and Prasad Rajendra Chavan, the Company Secretary and Compliance Officer of our Company, whose details are provided in *"– Key Managerial Personnel"* above, the details of our Senior Management Personnel, as on the date of this Red Herring Prospectus, are as set forth below:

Anaykumar Avinash Joshi is the Chief Technology Officer of our Company. He has been associated with our Company since June 22, 2015. In our Company, he handles technology execution and strategic vision, leading research and development and engineering teams to deliver products with future-ready control technologies. He holds a bachelor's degree in Technology in Electrical Engineering from Indian Institute of Technology Bombay. He has approximately 12 years of experience in the engineering sector. Before his association with our Company, he has previously served as senior embedded engineer at Gram Power (India) Private Limited. The remuneration paid to him in Financial Year 2025 by our Company was ₹11.62 million. For further details of compensation paid to Anaykumar Avinash Joshi during the Financial Year 2025, see "- *Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel*" on page 304.

Nikhil Rai is the Senior Vice President, Global Sales and Business Development of our Company. He has been associated with our Company since October 1, 2014. In our Company, he handles global revenue growth by leading sales strategy, expanding into new markets, and fostering key business relationships. He holds a bachelor's degree in Engineering in Electrical Power System from Amravati University. He has approximately 28 years of experience in the marketing sector. Before his association with our Company, he has previously served as head of India marketing at Eicher Engineering Solutions and as general manager at Froude Hofmann Test Technology Private Limited, among others. The remuneration paid to him in Financial Year 2025 by our Company was ₹9.84 million. For further details of compensation paid to Nikhil Rai during the Financial Year 2025, see "- *Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel*" on page 304.

Rridhima Namdeo is the Head, Human Resources of our Company. She has been associated with our Company since March 1, 2023. In our Company, she handles alignment of people strategy with business objectives, recruitment and retention, and organisational culture. She holds a bachelor's degree in Production Engineering from Punjab Engineering College, Chandigarh and a post-graduate's degree in Management from Management Development Institute, Gurgaon. She has approximately 18 years of experience in the automotive sector. Before her association with our Company, she has previously served as Senior Manager at Maruti Suzuki India Limited. The remuneration paid to her in Financial Year 2025 by our Company was ₹5.70 million. For further details of compensation paid to Rridhima Namdeo during the Financial Year 2025, see "- *Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel*" on page 304.

Sudeep Motilal Solanki is the Vice President, Business Development of our Company. He has been associated with our Company since August 7, 2017. In our Company, he leads business development and has worked with different customers and internal cross-functional teams over time. He holds a bachelor's degree in Electronics and Telecommunication from University of Pune and a master's degree in Technology from Indian Institute of Technology, Bombay. He has approximately 12 years of experience in the technology sector. Before his association with our Company, he has previously served as Software Engineer at Cisco Systems (India) Private Limited and as engineer at Eaton Technologies Private Limited, among others. The remuneration paid to him in Financial Year 2025 by our Company was ₹5.75 million. For further details of compensation paid to Sudeep Motilal Solanki during the Financial Year 2025, see "- *Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel*" on page 304.

Status of Key Managerial Personnel and Senior Management Personnel

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Relationships among Key Managerial Personnel, Senior Management Personnel and Directors

None of our Key Managerial Personnel or the Senior Management Personnel are related to each other or to the Directors of our Company.

Shareholding of Key Managerial Personnel and Senior Management Personnel in our Company

Except as disclosed in "*Capital Structure - Notes to the Capital Structure – Note 13*" on page 130, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares in our Company.

Details of ESOP held

Details of employee stock options held by our Key Managerial Personnel and Senior Management Personnel, pursuant to the ESOP 2014 and ESOP 2025, as on the date of this Red Herring Prospectus, are as follows:

Name	Designation	Number of employee stock options held	
		ESOP 2014	ESOP 2025
Rajesh Madhukar Sheth	Chief Financial Officer	Nil	30,000
Sudeep Motilal Solanki	Vice President, Business Development	58,500	Nil
Rridhima Namdeo	Head, Human Resources	Nil	12,000

For details about the ESOP Schemes, see "*Capital Structure – Employee stock option plans*" on page 132.

Bonus or Profit-Sharing Plans of the Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel or Senior Management Personnel is entitled to any bonus (excluding performance linked incentive which is part of their remuneration) or profit-sharing plans of our Company.

Interests of Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel do not have any interests in our Company, other than to the extent of (i) 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; and (ii) the Equity Shares and employee stock options held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding. For details, see "- *Shareholding of the Key Managerial Personnel and Senior Management Personnel*" on page 304.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel

Except as disclosed in *"- Contingent and deferred compensation payable to the Directors by our Company"* on page 290 and as disclosed below, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel and Senior Management Personnel for Financial Year 2025, which does not form part of their remuneration for such period.

Sr. No.	Name of the Key Managerial Personnel/Senior Management Personnel	Remuneration (₹ in million)
1.	Rajesh Madhukar Sheth	4.00
2.	Prasad Rajendra Chavan	0.02
3.	Anaykumar Avinash Joshi	1.30
4.	Nikhil Rai	2.70
5.	Rridhima Namdeo	0.20
6.	Sudeep Motilal Solanki	0.10

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel and Senior Management Personnel have been appointed as a Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service Contracts with Key Managerial Personnel and Senior Management Personnel

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, none of our Key Managerial Personnel and Senior Management Personnel have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Changes in Key Managerial Personnel and Senior Management Personnel

Other than as disclosed in "- *Changes in our Board in the last three years*" on page 291, the changes in the Key Managerial Personnel and Senior Management Personnel in the preceding three years are as follows:

Name	Designation	Date of change	Reason for change
Sudeep Motilal Solanki	Vice President, Business Development	July 2, 2025	Re-designated as Vice President, Business Development
Anaykumar Avinash Joshi	Chief Technology Officer	July 1, 2025	Re-designated as Chief Technology Officer
Rajesh Madhukar Sheth	Chief Financial Officer	May 14, 2025	Re-designated as Chief Financial Officer
Prasad Rajendra Chavan	Company Secretary and Compliance Officer	May 14, 2025	Re-designated as Company Secretary and Compliance Officer
Rridhima Namdeo	Head, Human Resources	September 16, 2024	Re-designated as Head, Human Resources and Administration
Nikhil Rai	Senior Vice President, Global Sales & Business Development	September 29, 2023	Re-designated as Senior Vice President, Global Sales & Business Development
Rajesh Kulkarni	Senior Vice President - Global Sales	September 30, 2023	Resigned as Senior Vice President - Global Sales

Payment or benefit to Key Managerial Personnel and Senior Management Personnel

No non-salary amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or Senior Management Personnel, within the two years preceding the date of this Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment or any employee stock options, for services rendered as officers of our Company, or dividend that may be payable in their capacity as Shareholders. For details of the related party transactions, see "*Other Financial Information – Related Party Transactions*" on page 428.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Prof. Shashikanth Suryanarayanan, Amit Arun Dixit, Manish Sharma and Anaykumar Avinash Joshi.

As on date of this Red Herring Prospectus, our Promoters hold, in aggregate 9,850,500 Equity Shares of face value of ₹10, representing 22.26% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis. For further details, please see *"Capital Structure – Build-up of the shareholding of our Promoters in our Company"* on page 123.

Details of our Promoters

Prof. Shashikanth Suryanarayanan

Prof. Shashikanth Suryanarayanan, born on July 11, 1977, aged 48 years, is a citizen of India. He resides at Rua Antonio Da Costa N 33-24 QTA Anjos Setubal 2950 – 580, Portugal. He is the Managing Director of our Company.

For details of his educational qualifications, professional experience, experience in the business of our Company, positions/posts held in the past and other directorships, other ventures, special achievements, financial, business, and other activities, see "*Our Management – Our Board*" and "*Our Management - Brief profiles of our Directors*" on pages 285 and 287, respectively.

His permanent account number is AZIPS2256D.

Amit Arun Dixit

Amit Arun Dixit, born on December 1, 1981, aged 44 years, is a citizen of India. He resides at D 704, Asha Residency, Cummins College, Karve Nagar, Pune 411 052, Maharashtra, India. He is the Joint Managing Director of our Company.

For details of his educational qualifications, professional experience, experience in the business of our Company, positions/posts held in the past and other directorships, other ventures, special achievements, financial, business, and other activities, see "*Our Management – Our Board*" and "*Our Management - Brief profiles of our Directors*" on pages 285 and 287, respectively.

His permanent account number is ALQPD3481R.

Manish Sharma

Manish Sharma, born on April 28, 1979, aged 46 years, is a citizen of India. He resides at A2/2 Harmony Society, Nagras Road, Aundh, Pune City, Pune 411 007, Maharashtra, India. He is the Whole Time Director of our Company.

For details of his educational qualifications, professional experience, experience in the business of our Company, positions/posts held in the past and other directorships, other ventures, special achievements, financial, business, and other activities, see "*Our Management – Our Board*" and "*Our Management - Brief profiles of our Directors*" on pages 285 and 287, respectively.

His permanent account number is BOFPS8946P.

Anaykumar Avinash Joshi

Anaykumar Avinash Joshi, born on April 2, 1991, aged 34 years, is a citizen of India. He resides at A-103, Golden Cascade, Wakad Road, Opposite Yug Honda Showroom, Wakad, Pune 411 057, Maharashtra, India. He is the Chief Technology Officer of our Company.

For details of his educational qualifications, professional experience, experience in the business of our Company, positions/posts held in the past and other directorships, other ventures, special achievements, financial, business, and other activities, see "*Our Management - Key Managerial Personnel and Senior Management Personnel*" on page 303.

His permanent account number is AROPJ0709Q.

Our Company confirms that the respective PAN numbers, driving license number, Aadhaar card numbers, bank account numbers and the passport numbers, as applicable to each of our Promoters, will be submitted to the Stock Exchanges at the time of filing of this Red Herring Prospectus.

Change of control of our Company

Prof. Shashikanth Suryanarayanan, Amit Arun Dixit and Manish Sharma are part of the original promoters of our Company. Anaykumar Avinash Joshi is not an original promoter of our Company. Anaykumar Avinash Joshi is the Chief Technology Officer of our Company and has been associated with our Company since June 22, 2015. As on the date of this Red Herring Prospectus, Anaykumar Avinash Joshi holds 591,000 Equity Shares aggregating to 1.34% of the paid-up Equity Share capital of our Company on a fully diluted basis. For details of the build-up of shareholding of Anaykumar Avinash Joshi, as well as for the remaining Promoters, see "*Capital Structure – Notes to the Capital Structure – Build-up of the shareholding of our Promoters in our Company"* on page 123.

Pursuant to a resolution passed by the Board of Directors on November 3, 2025, in addition to Prof. Shashikanth Suryanarayanan, Amit Arun Dixit and Manish Sharma, Anaykumar Avinash Joshi has been identified as a 'promoter' of our Company.

Interests of our Promoters

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) in the case of Prof. Shashikanth Suryanarayanan, Amit Arun Dixit and Manish Sharma, to the extent of them being Directors of our Company and receiving sitting fees, if any, remuneration, benefits and reimbursement of expenses payable to them in such capacity; (iii) in the case of Anaykumar Avinash Joshi, to the extent of him being a Senior Management Personnel, and any remuneration, benefits and reimbursement of expenses payable to him in such capacity; (iv) their and their relatives' respective shareholding in our Company; (v) the dividends payable (if any) and other distributions in respect of the Equity Shares held by them or their relatives; and (vi) any related party transactions entered into with our Company. For details of the shareholding of our Promoters and Promoter Group in our Company, see "*Capital Structure – Notes to Capital Structure – Shareholding of our Promoters and the Promoter Group*" on page 128.

Our Promoters have no interest in any property acquired by our Company during the three years preceding the date of this Red Herring Prospectus, or proposed to be acquired by our Company as on the date of this Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery etc.

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 any of our Promoters to become, or qualify them as a director, or otherwise, for services rendered by such Promoter(s) or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company.

Payment of benefits to our Promoters or the members of the Promoter Group

Except as disclosed in *"Our Management - Terms of appointment of our Executive Directors"*, *"- Interests of our Promoters"* and *"Financial Information – Note 43 – Related Party Disclosures"* on pages 288, 307 and 409, respectively, no benefit or amount has been given or paid to our Promoters or members of the Promoter Group within the two years immediately preceding the date of filing this Red Herring Prospectus or is intended to be paid or given to our Promoters or members of the Promoter Group as on the date of this Red Herring Prospectus.

Material guarantees given by our Promoters to third parties with respect to Equity Shares

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares of our Company as on the date of this Red Herring Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any company or firm during the last three years preceding the date of this Red Herring Prospectus.

Promoter Group

As on the date of this Red Herring Prospectus, the following is the list of persons and entities constituting the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, in addition to our Promoters:

Natural persons forming part of the Promoter Group

As on the date of this Red Herring Prospectus, the natural persons (in addition to our Promoters) forming a part of the Promoter Group are as follows:

Name of the Promoter	Name of the member of the Promoter Group	Relationship with Promoter
Prof. Shashikanth Suryanarayanan	Coimbatore Sundaresan Suryanarayanan	Father
	Poornima Arun	Sister
	Mallika R Iyer	Wife
	Ravikumar Krishnamurthi	Wife’s father
	Geetha Ravikumar	Wife’s mother
	Karthik Mallika Shashikanth	Son
	Kabir Mallika Shashikanth	Son
Amit Arun Dixit	Arun Dattatraya Dixit	Father
	Snehalata Arun Dixit	Mother
	Ajit Arun Dixit	Brother
	Ashwini Amit Dixit	Wife
	Seema Manohar Bhatwadekar	Wife’s mother
	Ashish Manohar Bhatwadekar	Wife’s brother
	Atharva Amit Dixit	Son
	Aastha Amit Dixit	Daughter
Manish Sharma	Veena Sushil Sharma	Mother
	Ruchi Sharma	Sister
	Sandeep Sushil Sharma	Brother
	Priyanka Manish Sharma	Wife
	Prabhakar Vishnu Tirmare	Wife’s father
	Gauri Prabhakar Tirmare	Wife’s mother
	Mikhail Prabhakar Tirmare	Wife’s brother
Anaykumar Avinash Joshi	Avinash Damodar Joshi	Father
	Sulabha Avinash Joshi	Mother
	Sahil Avinash Joshi	Brother
	Prajakta Sanjeev Pathak	Wife
	Sanjeev Dinkar Pathak	Wife’s father
	Vaijayanti Sanjeev Pathak	Wife’s mother
	Mihir Sanjeev Pathak	Wife’s brother
	Aadya Anaykumar Joshi	Daughter

For details in relation to shareholding of the Promoters and Promoter Group, please see “*Capital Structure - History of the share capital held by our Promoters - Shareholding of our Promoters and the Promoter Group*” on page 128 of this Red Herring Prospectus.

Entities forming part of the Promoter Group

As on the date of this Red Herring Prospectus, there are no entities forming a part of our Promoter Group.

Other Confirmations

There is no conflict of interest between the lessors of the immovable properties that are crucial for the operations of our Company and our Promoters or the members of our Promoter Group. Further, there are no conflicts of interest between the suppliers of raw materials and third-party service providers crucial for operations of our Company and our Promoters or the members of our Promoter Group.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board to the Shareholders for their approval in the Annual General Meeting, at their discretion, subject to compliance with the Articles of Association and provisions of the Companies Act, including the rules made thereunder and other relevant regulations, if any, each as amended. Further the Board shall also have the absolute power to declare interim dividend in compliance with the Act. The dividend policy of our Company was approved and adopted by way of a resolution dated November 3, 2025 passed by the Board of Directors ("**Dividend Policy**").

In terms of the Dividend Policy, the dividend, if any, will be based on the recommendation of the Board, and will depend on a number of internal factors such as, our liquidity position including its present and expected obligations, profits of our Company, present and future capital expenditure plans of our Company including organic / inorganic growth opportunities, financial commitments with respect to the outstanding borrowings and interest thereon, financial requirement for business expansion and/or diversification, acquisition etc of new businesses, past dividend trend of our Company and the industry, cost of borrowings, other corporate action options (for example, bonus issue, buy back of shares) and any other factor which is deemed fit by our Board, and external factors, such as state of economy and capital markets, applicable taxes including dividend distribution tax, regulatory changes: introduction of new or changes in existing tax or regulatory requirements (including dividend distribution tax) having significant impact on our Company's operations or finances or any other external factors which may be deemed fit by our Board.

There is no guarantee that any dividends will be declared or paid in the future. For details in relation to risks involved in this regard, see "*Risk Factors – Our Company has not paid and may not be able to pay dividends in the future*." on page 69.

Our Company has not declared and paid any dividends on the Equity Shares during the nine months ended December 31, 2025, and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, and during the period from January 1, 2026 until the date of this Red Herring Prospectus.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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B S R & Co. LLP
Chartered Accountants

8th floor, Business Plaza Westin Hotel Campus
36/3-B, Koregaon Park Annex Mundhwa Road,
Ghorpadi Pune - 411 001, India
Telephone: +91 (20) 6747 7300
Fax: +91 (20) 6747 7100

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors
SEDEMAC Mechatronics Limited (formerly Known as SEDEMAC Mechatronics Private Limited)
Survey No. 270/1/A/2, Pallod Farms,
Baner Road, Baner,
Pune – 411045

Dear Sirs,

1. We, B S R & Co. LLP, Chartered Accountants have examined the attached restated financial information of SEDEMAC Mechatronics Limited (formerly known as SEDEMAC Mechatronics Private Limited) (the "Company") comprising the Restated Statement of Assets and Liabilities as at 31 December 2025, 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the nine months period ended 31 December 2025 and for years ended 31 March 2025, 31 March 2024 and 31 March 2023, the material accounting policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 16 February 2026 for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus prepared by the Company in connection with its proposed initial public offer of equity shares ("IPO") prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act");

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations");

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI") (the "Guidance Note"); and

   d) E-mail dated October 28, 2021 from Securities and Exchange Board of India ("SEBI") to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide financial statements prepared in accordance with Indian Accounting Standards (Ind-AS) for all the three years and stub period (hereinafter referred to as the "the SEBI e-mail").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the RHP and Prospectus to be filed with SEBI, BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", together with BSE the "Stock Exchanges") and the Registrar of Companies, Maharashtra, situated at Pune ("RoC"), in connection with the proposed IPO. The Restated Financial Information

have been prepared by the management of the Company on the basis of preparation stated in note 2.1 to the Restated Financial Information. The responsibility of Board of Directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note and the SEBI e-mail.

3. We have examined such Restated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 9 October 2025 as amended vide addendum to the engagement letter dated 29 January 2026 in connection with the proposed IPO of equity shares of the Company;

   b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

   d) The requirements of Section 26 of the Act and the ICDR Regulations and SEBI e-mail.

   Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations, the Guidance Note and the SEBI e-mail in connection with the proposed IPO.

4. These Restated Financial Information have been compiled by the management from:

   a) Audited special purpose interim financial statements of the Company as at and for the nine months period ended 31 December 2025 prepared in accordance with the basis of preparation as stated in note 2.1 to the special purpose interim financial statements as at and for the nine months period ended 31 December 2025, which have been approved by the Board of Directors at their meeting held on 16 February 2026;

   b) Audited financial statements of the Company as at and for the year ended 31 March 2025, prepared in accordance with 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, which have been approved by the Board of Directors at their meetings held on 25 August 2025;

   c) Audited special purpose Ind AS financial statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023, which were prepared by the Company after taking into consideration the requirements of the SEBI e-mail and were approved by the Board of Directors at their Board meeting held on 3 November 2025. The audited special purpose Ind AS financial statements as at and for the year ended 31 March 2024 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 consistent with that used at the date of transition to Ind AS (1 April 2023) and as per the presentation, accounting policies and grouping/classifications followed as at and for nine months period ended 31 December 2025. Similarly, the audited special purpose Ind AS financial statements as at and for the year ended 31 March 2023 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 consistent with that used at the date of transition to Ind AS (1 April 2023) and as per the presentation, accounting policies and grouping/classifications followed as at and for period ended 31 December 2025.

5. For the purpose of our examination, we have relied on:

   a) Auditor's report issued by us dated 16 February 2026 on the special purpose financial statements of the Company as at and for the nine months period ended 31 December 2025 as referred in Paragraph 4 (a) above.

   b) Auditor's report issued by us dated 25 August 2025 on the Ind AS financial statements of the Company as at and for the year ended 31 March 2025 as referred in Paragraph 4 (b) above.

   c) Auditor's reports issued by us dated 3 November 2025 on the special purpose Ind AS financial statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023 as referred in Paragraph 4 (c) above.

6. Based on our examination and according to the information and explanations given to us, we report that the Restated 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 31 March 2025, 31 March 2024 and 31 March 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the nine months period ended 31 December 2025;

   b. does not contain any modification requiring adjustments. However, matters in the Auditor's report, which do not require any corrective adjustments in the Restated Financial Information have been disclosed in Part B of Annexure VI of the Restated Financial Information; and

   c. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note and the SEBI e-mail.

7. We have not audited any financial statements of the Company as of any date or for any period subsequent to 31 December 2025. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Company as of any date or for any period subsequent to 31 December 2025.

8. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the financial statements mentioned in paragraph 5 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the RHP and Prospectus to be filed with SEBI, Stock Exchanges and RoC, in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 101248W/W-100022

Kalpesh Khandelwal
Partner
Membership Number: 133124
ICAI UDIN: 26133124ALYHIE8916

Place : Pune
Date: 16 February 2026

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure 1
Restated Statement of Assets and Liabilities
(Amounts in INR Million, unless otherwise stated)

	Annexure VII Notes	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
ASSETS					
Non-current assets					
Property, plant and equipment	3A	1,635.38	1,148.18	825.98	614.37
Capital work-in-progress	3B	7.55	39.19	31.71	25.27
Other intangible assets	4A	642.40	689.38	507.30	521.29
Intangible assets under development	4B	675.30	493.18	586.63	413.04
Right-of-use assets	5	223.74	128.56	180.84	228.42
Financial assets					
(i) Other financial assets	6	51.48	60.45	42.24	41.27
Deferred tax asset (net)	34	-	135.48	210.99	179.60
Other tax assets (net)		31.60	12.58	1.41	3.99
Other non-current assets	7	132.56	59.54	33.10	70.97
Total non-current assets		**3,400.01**	**2,766.54**	**2,420.20**	**2,098.22**
Current assets					
Inventories	8	1,470.10	1,352.56	1,176.49	901.93
Financial assets					
(i) Investments	9	40.16	193.88	-	-
(ii) Trade receivables	10	1,430.40	439.43	270.29	152.46
(iii) Cash and cash equivalents	11	91.30	25.36	35.11	32.15
(iv) Bank balances other than (iii) above	12	27.72	57.17	38.37	52.88
(v) Other financial assets	13	179.26	5.67	4.94	17.45
Other current assets	14	121.16	70.98	77.01	57.66
Total current assets		**3,360.10**	**2,145.05**	**1,602.21**	**1,214.53**
TOTAL ASSETS		**6,760.11**	**4,911.59**	**4,022.41**	**3,312.75**
EQUITY AND LIABILITIES					
Equity					
Equity share capital	15	437.37	0.28	0.11	0.11
Other equity					
Equity component of compulsorily convertible preference shares		-	-	0.85	0.85
Reserves and surplus	16	3,667.43	3,033.53	1,240.26	1,149.29
Total equity		**4,104.80**	**3,033.81**	**1,241.22**	**1,150.25**
Liabilities					
Non- current liabilities					
Financial liabilities					
(i) Borrowings	17	241.84	256.88	423.53	349.77
(ii) Lease liabilities	18	172.92	81.83	139.94	194.35
Provisions	19	44.29	36.06	46.24	37.26
Deferred tax liabilities (net)	34	53.92	-	-	-
Other non-current liabilities	20	49.10	19.35	20.87	6.70
Total non-current liabilities		**562.07**	**394.12**	**630.58**	**588.08**

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure 1
Restated Statement of Assets and Liabilities
(Amounts in INR Million, unless otherwise stated)

	Annexure VII Notes	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Current liabilities					
Financial liabilities					
(i) Borrowings	21	227.08	239.30	1,082.65	746.30
(ii) Lease liabilities	18	68.26	65.52	54.42	47.14
(iii) Trade payables	22				
(A) Total outstanding dues of micro enterprises and small enterprises		83.47	29.22	28.80	20.68
(B) Total outstanding dues of creditors other than micro enterprise and small enterprise		1,343.28	828.60	738.53	644.20
(iv) Other financial liabilities	23	246.83	226.26	154.39	77.32
Other current liabilities	24	28.73	44.33	76.15	23.64
Provisions	25	95.59	50.43	15.67	15.14
Total current liabilities		**2,093.24**	**1,483.66**	**2,150.61**	**1,574.42**
Total liabilities		**2,655.31**	**1,877.78**	**2,781.19**	**2,162.50**
TOTAL EQUITY AND LIABILITIES		**6,760.11**	**4,911.59**	**4,022.41**	**3,312.75**

The above annexure should be read with Annexure V - Material Accounting Policies and Other Explanatory Notes to Restated Financial Information, Annexure VI - Statement of Restated Adjustments to the Audited Financial Information and Annexure VII - Notes to the Restated Financial Information.

The accompanying notes are an integral part of the restated financial information.
As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

For and on behalf of the Board of Directors of
SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
(CIN : U29253PN2007PLC246956)

Kalpesh Khandelwal
Partner
Membership No : 133124
Place: Pune
Date: 16 February 2026

Prof. Shashikanth Suryanarayanan
Managing Director
DIN : 01269904
Place: Lisbon
Date: 16 February 2026

Amit Arun Dixit
Joint Managing Director
DIN: 01288169
Place: Pune
Date: 16 February 2026

Rajesh Madhukar Sheth
Chief Financial Officer

Place: Pune
Date: 16 February 2026

Prasad Rajendra Chavan
Company Secretary & Compliance Officer
Place: Pune
Date: 16 February 2026

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure II
Restated Statement of Profit and Loss
(Amounts in INR Million, unless otherwise stated)

	Annexure VII Notes	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from operations	26	7,706.65	6,583.63	5,306.53	4,230.28
Other income	27	46.41	41.73	52.43	68.38
Total income		**7,753.06**	**6,625.36**	**5,358.96**	**4,298.66**
Expenses					
Cost of materials consumed	28	4,924.51	4,146.09	3,667.74	3,039.60
Changes in inventories of finished goods and work-in-progress	29	(182.40)	(39.56)	(37.59)	(6.31)
Employee benefits expense	30	661.90	614.29	427.65	324.89
Finance costs	31	72.19	120.30	384.48	160.44
Depreciation and amortization expense	32	455.82	453.39	358.63	301.89
Other expenses	33	738.34	653.86	469.92	398.08
Total expenses		**6,670.36**	**5,948.37**	**5,270.83**	**4,218.59**
Profit before tax		**1,082.70**	**676.99**	**88.13**	**80.07**
Tax expense					
Current tax	34	174.30	129.00	62.50	25.00
Deferred tax expense / (credit)	34	193.42	77.54	(33.15)	(30.66)
Total tax expense		**367.72**	**206.54**	**29.35**	**(5.66)**
Profit for the period/year		**714.98**	**470.45**	**58.78**	**85.73**
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Remeasurements of defined benefit liability		(11.50)	(6.98)	(4.33)	(2.67)
Income-tax related to above item		4.02	2.03	1.26	0.74
Other comprehensive expense for the period/year (net of tax)		**(7.48)**	**(4.95)**	**(3.07)**	**(1.93)**
Total comprehensive income for the period/year		**707.50**	**465.50**	**55.71**	**83.80**

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure II
Restated Statement of Profit and Loss
(Amounts in INR Million, unless otherwise stated)

Earnings per equity share (nominal value of share INR 10)	39				
(nine months ended earning per share not annualised)					
-Basic (INR)		16.59	10.93	1.45	2.12
-Diluted (INR)		16.35	10.82	1.39	2.04

The above annexure should be read with Annexure V - Material Accounting Policies and Other Explanatory Notes to Restated Financial Information, Annexure VI - Statement of Restated Adjustments to the Audited Financial Information and Annexure VII - Notes to the Restated Financial Information.

The accompanying notes are an integral part of the restated financial information.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

For and on behalf of the Board of Directors of
SEDEMAC Mechatronics Limited
(Formerly know as SEDEMAC Mechatronics Private Limited)
(CIN : U29253PN2007PLC246956)

Kalpesh Khandelwal
Partner
Membership No : 133124
Place: Pune
Date: 16 February 2026

Prof. Shashikanth Suryanarayanan
Managing Director
DIN : 01269904
Place: Lisbon
Date: 16 February 2026

Amit Arun Dixit
Joint Managing Director
DIN: 01288169
Place: Pune
Date: 16 February 2026

Rajesh Madhukar Sheth
Chief Financial Officer

Place: Pune
Date: 16 February 2026

Prasad Rajendra Chavan
Company Secretary & Compliance Officer

Place: Pune
Date: 16 February 2026

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure III
Restated Statement of Changes in Equity
(Amounts in INR Million, unless otherwise stated)

A. Equity share capital

Particulars	No. of shares	Amount
Balance as on 01 April 2022	**10,986**	**0.11**
Add: Issued during the year	91	0.00
Balance as on 31 March 2023	**11,077**	**0.11**
Add: Issued during the year	135	0.00
Balance as on 31 March 2024	**11,212**	**0.11**
Add: Issued during the year	17,095	0.17
Balance as on 31 March 2025	**28,307**	**0.28**
Add: Issued during the period	4,37,08,693	437.09
Balance as on 31 December 2025	**4,37,37,000**	**437.37**

B. Other equity (refer note 16)

Particulars	Equity component of compulsorily convertible preference shares	Reserves and surplus			Total
		Securities Premium	Share options outstanding account	Retained Earnings	
Balance as on 01 April 2022	**0.85**	**1,127.70**	**80.80**	**(172.74)**	**1,036.61**
Total comprehensive income for the year ended 31 March 2023					
Profit for the year	-	-	-	85.73	85.73
Other comprehensive income for the year					
Remeasurement loss on defined employee benefit plans (net of tax)	-	-	-	(1.93)	(1.93)
Total comprehensive income for the year	**-**	**-**	**-**	**83.80**	**83.80**
Transaction with owners of the Company					
Contributions and distributions					
Issue of equity shares	-	4.05	-	-	4.05
Share based payment	-	-	25.68	-	25.68
Share options exercised	-	4.36	(4.36)	-	-
Total contributions and distributions	**-**	**8.41**	**21.32**	**-**	**29.73**
Balance as on 31 March 2023	**0.85**	**1,136.11**	**102.12**	**(88.94)**	**1,150.14**

Particulars	Equity component of compulsorily convertible preference shares	Reserves and surplus			Total
		Securities Premium	Share options outstanding account	Retained Earnings	
Roll-back transition adjustments*		**-**	**-**	**7.86**	**7.86**
Balance as at 01 April 2023	**0.85**	**1,136.11**	**102.12**	**(81.08)**	**1,158.00**
Total comprehensive income for the year ended 31 March 2024					
Profit for the year	-	-	-	58.78	58.78
Other comprehensive income for the year					
Remeasurement loss on defined employee benefit plans (net of tax)	-	-	-	(3.07)	(3.07)
Total comprehensive income for the year	**-**	**-**	**-**	**55.71**	**55.71**
Transaction with owners of the Company					
Contributions and distributions					
Issue of equity shares	-	11.24	-	-	11.24
Share based payment	-	-	16.16	-	16.16
Share options exercised	-	13.03	(13.03)	-	-
	-	**24.27**	**3.13**	**-**	**27.40**
Balance as on 31 March 2024	**0.85**	**1,160.38**	**105.25**	**(25.37)**	**1,241.11**
Total comprehensive income for the year ended 31 March 2025					
Profit for the year	-		-	470.45	470.45
Other comprehensive income for the year					
Remeasurement loss on defined employee benefit plans (net of tax)	-	-	-	(4.95)	(4.95)
Total comprehensive Income for the year	**-**	**-**	**-**	**465.50**	**465.50**
Transaction with owners of the Company					
Contributions and distributions					
Issue of equity shares	-	768.41	-	-	768.41
On account of conversion of compulsory convertible preference shares	(0.85)	549.00	-	-	548.15
Share based payment	-	-	10.36	-	10.36
Share options lapsed	-	-	(0.27)	0.27	-
Share options exercised	-	10.73	(10.73)	-	-
	(0.85)	**1,328.14**	**(0.64)**	**0.27**	**1,326.92**
Balance as on 31 March 2025	**-**	**2,488.52**	**104.61**	**440.40**	**3,033.53**

Particulars	Equity component of compulsorily convertible preference shares	Reserves and surplus			Total
		Securities Premium	Share options outstanding account	Retained Earnings	
Total comprehensive income for the year ended 31 December 2025					
Profit for the period	-	-	-	714.98	714.98
Other comprehensive income for the period					
Remeasurement loss on defined employee benefit plans (net of tax)	-	-	-	(7.48)	(7.48)
Total comprehensive Income for the period	**-**	**-**	**-**	**707.50**	**707.50**
Transaction with owners of the Company					
Contributions and distributions					
Issue of equity shares	-	353.00	-	-	353.00
Issue of bonus shares		(435.69)			(435.69)
Share based payment	-	-	9.09	-	9.09
Share options exercised	-	63.18	(63.18)	-	-
	-	**(19.51)**	**(54.09)**	**-**	**(73.60)**
Balance as on 31 December 2025	**-**	**2,469.01**	**50.52**	**1,147.90**	**3,667.43**

*Refer Annexure VI Part II (D).

The above annexure should be read with Annexure V - Material Accounting Policies and Other Explanatory Notes to Restated Financial Information, Annexure VI - Statement of Restated Adjustments to the Audited Financial Information and Annexure VII - Notes to the Restated Financial Information

The accompanying notes are an integral part of the restated financial information.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

For and on behalf of the Board of Directors of
SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
(CIN : U29253PN2007PLC246956)

Kalpesh Khandelwal
Partner
Membership No : 133124
Place: Pune
Date: 16 February 2026

Prof. Shashikanth Suryanarayanan
Managing Director
DIN : 01269904
Place: Lisbon
Date: 16 February 2026

Amit Arun Dixit
Joint Managing Director
DIN: 01288169
Place: Pune
Date: 16 February 2026

Rajesh Madhukar Sheth
Chief Financial Officer

Place: Pune
Date: 16 February 2026

Prasad Rajendra Chavan
Company Secretary & Compliance Officer

Place: Pune
Date: 16 February 2026

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure IV
Restated Statement of Cash Flows
(Amounts in INR Million, unless otherwise stated)

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
A Cash flow from operating activities				
Profit before tax	1,082.70	676.99	88.13	80.07
Adjustments for:				
Depreciation and amortization expenses	455.82	453.39	358.63	301.89
Impairment of intangible assets	-	50.42	10.75	0.18
(Gain)/Loss on sale of property, plant and equipement	(0.03)	1.25	3.28	0.15
Interest income on bank deposits	(3.71)	(6.47)	(2.92)	(4.26)
Interest income on security deposits	(2.71)	(2.41)	(1.49)	(1.81)
Gain on sale of mutual funds	(16.40)	(3.24)	-	-
Net unrealised gain on investments carried at fair value through profit or loss	0.12	(0.64)	-	-
Fair value (gain) / loss on financial instruments	0.44	0.08	(0.40)	0.63
Provision for expected credit losses	7.72	-	1.29	-
Provision for obsolescence of inventories	19.22			
Provision no longer required	-	(0.88)	-	(4.21)
Equity-settled share-based payments	9.09	10.36	16.16	25.68
Unrealised exchange (gain) / loss (net)	11.43	(1.37)	1.97	-
Government grant	(23.71)	(19.12)	(20.79)	(2.44)
Finance costs	72.19	120.30	384.48	166.02
Operating profit before working capital changes	**1,612.17**	**1,278.66**	**839.09**	**561.90**
Working capital adjustments:				
(Increase) / Decrease in trade receivables	(994.93)	(168.99)	(119.02)	13.50
(Increase) / Decrease in inventories	(136.76)	(176.07)	(274.56)	8.77
(Increase) / Decrease in other current assets	(50.18)	6.03	(19.35)	(17.92)
(Increase) / Decrease in other financial assets	(135.78)	0.11	0.04	(27.24)
(Increase) / Decrease in security deposits	(27.27)	(10.69)	(3.77)	(2.89)
Decrease / (Increase) in other non current assets	8.89	(22.42)	1.64	-
Increase / (Decrease) in trade payables	553.19	92.57	100.38	226.78
Increase / (Decrease) in other current liabilities	(22.97)	(31.33)	49.28	22.57
Increase / (Decrease) in provisions	40.29	17.10	4.72	3.80
Increase / (Decrease) in other financial liabilities	17.87	64.33	88.96	(2.05)
Cash generated from operations	**864.52**	**1,049.30**	**667.41**	**787.22**
Income taxes paid (net)	(193.32)	(140.17)	(59.92)	(10.48)
Net cash generated from operating activities	**671.20**	**909.13**	**607.49**	**776.74**
B Cash flow from investing activities				
Purchase of property, plant and equipment	(799.48)	(569.04)	(383.08)	(291.56)
Sale proceeds from sale of property, plant and equipment	0.11	0.15	2.36	1.08
Expenditure on internally generated intangible assets	(258.93)	(287.15)	(282.00)	(267.06)
Interest received	3.31	6.43	3.57	9.87
Proceeds from sale of mutual funds	3,215.00	1,750.00	-	-
Investments in mutual funds	(3045.00)	(1940.00)	-	-
Fixed deposits made during the period/ year	182.31	(1797.38)	(13.22)	(19.81)
Fixed deposits matured during the period/ year	(150.90)	1,776.81	26.32	58.97
Government grant received	56.68	12.67	55.51	-
Net cash (used in) / generated from investing activities	**(796.90)**	**(1047.51)**	**(590.54)**	**(508.52)**

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure IV
Restated Statement of Cash Flows
(Amounts in INR Million, unless otherwise stated)

		For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
C	**Cash flows from financing activities**				
	Proceeds from issue of share capital	354.40	767.73	11.24	4.05
	Proceeds from long term borrowings	106.70	83.21	323.47	184.43
	Repayments of long term borrowings	(84.23)	(305.47)	(248.22)	(138.21)
	Proceeds from short term borrowings	105.14	51.35	79.60	26.22
	Repayments of short term borrowings	(154.70)	(289.90)	-	(168.05)
	Principal payments of lease liabilities	(60.85)	(55.61)	(47.13)	(40.58)
	Interest payments on lease liabilities	(14.73)	(14.72)	(18.81)	(22.63)
	Finance costs paid	(60.09)	(107.96)	(114.14)	(90.00)
	Net cash generated from / (used in) financing activities	**191.64**	**128.63**	**(13.99)**	**(244.77)**
	Net (decrease)/increase in cash and cash equivalents	**65.94**	**(9.75)**	**2.96**	**23.45**
	Cash and cash equivalents at the beginning of the period/year	25.36	35.11	32.15	8.70
	Cash and cash equivalents at the end of the period/year (refer note 11)	**91.30**	**25.36**	**35.11**	**32.15**

Notes to cash flow statement

1 Components of cash and cash equivalents

	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Cash in hand	-	-	0.02	-
Balances with banks				
- On current accounts	58.62	10.61	35.09	32.15
-Deposits with original maturity of 3 months or less	32.68	14.75	0.00	0.00
	91.30	**25.36**	**35.11**	**32.15**

2 Reconciliation of financial liabilities forming part of financing activities in accordance with Ind AS 7:

Particulars	**As at 1 April 2025**	**Proceeds**	**Repayments**	**Interest paid**	**Non cash Interest accrued included in borrowings**	**As at 31 December 2025**
Long term borrowings (including current maturities of long term borrowings)	341.48	106.70	(84.23)	(22.83)	22.54	363.66
Short term borrowings	154.70	105.14	(154.70)	(37.26)	37.38	105.26
Lease liabilities	147.35	154.68	(60.85)	(14.73)	14.73	241.18
Total	**643.53**	**366.52**	**(299.78)**	**(74.82)**	**74.65**	**710.10**

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure IV
Restated Statement of Cash Flows
(Amounts in INR Million, unless otherwise stated)

Particulars	**As at 1 April 2024**	**Proceeds**	**Repayments**	**Interest paid**	**Non cash Interest accrued included in borrowings**	**As at 31 March 2025**
Long term borrowings (including current maturities of long term borrowings)	562.96	83.21	(305.47)	(43.25)	44.03	341.48
Short term borrowings	394.22	51.35	(289.90)	(64.71)	63.74	154.70
Lease liabilities	194.36	8.59	(55.60)	(14.71)	14.71	147.35
Total	**1,151.54**	**143.15**	**(650.97)**	**(122.67)**	**122.48**	**643.53**

Particulars	**As at 1 April 2023**	**Proceeds**	**Repayments**	**Interest paid**	**Non cash Interest accrued included in borrowings**	**As at 31 March 2024**
Long term borrowings (including current maturities of long term borrowings)	488.11	323.47	(248.22)	(42.82)	42.42	562.96
Short term borrowings	313.96	79.60	-	(71.32)	71.98	394.22
Lease liabilities	241.49	-	(47.13)	(18.81)	18.81	194.36
Total	**1,043.56**	**403.07**	**(295.35)**	**(132.95)**	**133.21**	**1,151.54**

Particulars	**As at 1 April 2022**	**Proceeds**	**Repayments**	**Interest paid**	**Non cash Interest accrued included in borrowings**	**As at 31 March 2023**
Long term borrowings (including current maturities of long term borrowings)	441.00	184.43	(138.21)	(41.28)	42.18	488.11
Short term borrowings	456.78	26.22	(168.05)	(48.72)	47.73	313.96
Lease liabilities	282.07	-	(40.58)	(22.63)	22.63	241.49
Total	**1,179.85**	**210.65**	**(346.84)**	**(112.63)**	**112.54**	**1,043.56**

		31 December 2025	31 March 2025	31 March 2024	31 March 2023
3	Non-cash financing and investing activities				
	Acquisition of Right-of-use assets	160.11	8.91	1.12	-
	Issue of bonus shares	424.32	-	-	-
	Issue of equity shares on conversion of compulsorily convertible preference shares	-	0.16	-	-

4 The Company has elected to present cash flows from operating activities using "indirect method" as set out in Ind AS - 7 on Statement of Cash Flows.

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure IV
Restated Statement of Cash Flows
(Amounts in INR Million, unless otherwise stated)

The above annexure should be read with Annexure V - Material Accounting Policies and Other Explanatory Notes to Restated Financial Information, Annexure VI - Statement of Restated Adjustments to the Audited Financial Information and Annexure VII - Notes to the Restated Financial Information.

The accompanying notes are an integral part of the restated financial information.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

For and on behalf of the Board of Directors of
SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
(CIN : U29253PN2007PLC246956)

Kalpesh Khandelwal
Partner
Membership No : 133124
Place: Pune
Date: 16 February 2026

Prof. Shashikanth Suryanarayanan
Managing Director
DIN : 01269904
Place: Lisbon
Date: 16 February 2026

Amit Arun Dixit
Joint Managing Director
DIN: 01288169
Place: Pune
Date: 16 February 2026

Rajesh Madhukar Sheth
Chief Financial Officer

Place: Pune
Date: 16 February 2026

Prasad Rajendra Chavan
Company Secretary &
Compliance Officer
Place: Pune
Date: 16 February 2026

1 Company Overview

SEDEMAC Mechatronics Limited (Formerly known as SEDEMAC Mechatronics Private Limited) was originally incorporated as a private limited Company on 18 July 2007 and is converted into a public limited Company on 2nd September 2024 and consequently the name has been changed to SEDEMAC Mechatronics Limited and a revised certificate of incorporation dated 2nd September 2024, consequent to the aforementioned change, has been issued by the Ministry of Corporate Affairs. The registered office of the Company is located at Survey No. 270/1/A/2, Pallod Farms, Baner Road, Baner, Baner Gaon, Haveli, Pune- 411045, Maharashtra, India. The Corporate identification number (CIN) of the Company is U29253PN2007PLC246956.

The Company is primarily engaged in the business of development, manufacture and supply of innovative controllers/ECUs. SEDEMAC is a global supplier of high-volume critical controllers/ECUs having novel motor, engine, supervisory and other control technologies developed in-house. The Company operates in various sectors, namely, power generators, automotive, powered equipment, electric vehicles and electric bikes etc. The Company has well equipped R&D Centre and the world class manufacturing plants. The Company is the key supplier to various established automotive & off highway industry players, locally & globally.

2.1 Basis of Preparation

A. Statement of compliance

The Restated Financial Information of SEDEMAC Mechatronics Limited (formerly known as SEDEMAC Mechatronics Private Limited) (hereinafter referred to as the "Company") comprise the Restated Statement of Asset and Liabilities as at 31 December 2025, 31 March 2025, 31 March 2024 and 31 March 2023; the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of changes in equity, and the Restated Statement of Cash Flows for the nine months ended 31 December 2025 and years ended 31 March 2025, 31 March 2024 and 31 March 2023, the material accounting policies and other explanatory information (collectively, the 'Restated Financial Information').

The Restated Financial Information have been prepared on a going concern basis. The accounting policies are applied consistently to all the years presented in the Restated Financial Information.

These Restated Financial Information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ('SEBI'), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Red Herring Prospectus ('RHP') and Prospectus in connection with proposed issue of equity shares of the Company by an offer for sale of equity shares by the existing shareholders by way of initial public offer.

These Restated Financial Information have been prepared by the Company in terms of the requirements of:
a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act");
b) The SEBI ICDR Regulations;
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI") (the "Guidance Note"); and
d) The E-mail dated 28 October 2021 from Securities and Exchange Board of India ('SEBI') to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide consolidated financial statements prepared in accordance with Indian Accounting Standards (Ind-AS) for all the three years and stub period (hereinafter referred to as the "the SEBI e-mail").

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure V
Material Accounting Policies and Other Explanatory Notes to the Restated Financial Information

These Restated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standard ("Ind AS") as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Act, as applicable to the Restated Financial Information and other relevant provisions of the Act.

The Restated Financial Information has been compiled by the Company from:

a) Audited Special Purpose Interim Financial Statements of the Company as at and for the nine months period ended 31 December 2025 prepared in accordance with Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34) as specified under Section 133 of the Act, and other accounting principles generally accepted in India and presentation requirements of Schedule III of the Act, except for presenting comparative and corresponding financial information as required by Ind AS 34, which have been approved by the Board of Directors at their meeting held on 16 February 2026.

b) Audited Ind AS Financial Statements of the Company as at and for year ended 31 March 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India which have been approved by the Board of Directors at their meeting held on 25 August 2025.

c) Audited Special Purpose Ind AS Financial Statements of the Company as at and for the year ended 31 March 2024, which were prepared by the Company after taking into consideration the requirements of the SEBI e-mail and were approved by the Board of Directors at their meeting held on 03 November 2025.

d) Audited Special Purpose Ind AS Financial Statements of the Company as at and for the year ended 31 March 2023, which were prepared by the Company after taking into consideration the requirements of the SEBI e-mail, except for presenting corresponding financial information, which have been approved by the Board of Directors at their meeting held on 03 November 2025.

Pursuant to the Companies (Indian Accounting Standard) Rules, 2015, as amended, the Company has prepared its first set of statutory financial statements as per Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) for the year ended 31 March 2025 and consequently 1 April 2023 is the transition date for preparation of such statutory financial statements. The financial statements for the year ended 31 March 2025 were the first financial statements prepared in accordance with Ind-AS. Upto the financial year ended 31 March 2024, the Company prepared its financial statements in accordance with accounting standards specified under Section 133 of the Companies Act, 2013 ("Indian GAAP").

The audited special purpose Ind AS financial statements of the Company for the year ended 31 March 2024 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 consistent with that used at the date of transition to Ind AS (1 April 2023) and as per the presentation, accounting policies and grouping/classifications followed as at and for nine months period ended 31 December 2025.

Similarly, the audited special purpose Ind AS financial statements for the year ended 31 March 2023 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 consistent with that used at the date of transition to Ind AS (1 April 2023) and as per the presentation, accounting policies and grouping/classifications followed as at and for the nine months period ended 31 December 2025.

The Restated 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 31 March 2024, and 31 March 2023, to reflect

the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the nine months period ended 31 December 2025;

b) does not contain any qualifications requiring adjustments, Moreover, matters in the Auditor's report, which do not require any corrective adjustments in the Restated Financial Information have been disclosed in Part B of Annexure VI of the Restated Financial Information and

c) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note and the SEBI email.

The Restated Financial Information are approved for issue by the Company's Board of Directors on 16 February 2026.

The Restated Financial Information have been prepared in Indian Rupee (INR) which is the functional currency of the Company. All amounts disclosed in the restated financial information and notes have been rounded off to the nearest million with two decimals, unless otherwise stated.

B. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:
- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is treated as current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- Current liabilities include the current portion of non-current financial liabilities.

The Company classifies all other liabilities as non-current.

Deferred tax assets/ liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

C. Foreign currency transactions

(i) Functional and presentation currency:

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (i.e. the "functional currency"). The Company's financial statements are presented in INR, which is the Company's functional and presentational currency.

(ii) Transaction and balances:

Transaction in currencies other than entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transaction. Monetary items denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. The gain or loss arising on translation of non-monetary 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 other comprehensive income (FVOCI) or profit and loss are also recognised in FVOCI or profit and loss, respectively).

D. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

E. Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

(i) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amount recognized in the financial statements is included in the following notes:

Note 41 : lease term, whether the Company is reasonably certain to exercise extension options.

Note 4A and Note 4B : capitalisation of product development cost, the Company applies judgement in determining at what point in a project's life cycle the recognition criteria under Ind AS 38 - Intangible assets ("Ind AS 38") are satisfied, and in determining the nature of the cost capitalised.

(ii) Assumption and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

Note 26 : revenue recognition : estimate of expected returns;

Note 40: measurement of defined benefit obligations: key actuarial assumptions;

Note 34: recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised;

Note 4A and Note 4B : impairment test of intangible assets: key assumptions underlying recoverable amounts, including the recoverability of development costs;

Note 19, Note 25 and Note 42: recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources; and

Note 36 : measurement of ECL allowance for trade and finance receivables, loans and contract assets: key assumptions in determining the weighted-average loss rate;

2.2 Summary of material accounting policies

The following are the material accounting policies applied by the Company in preparing its financial statements:

a. Revenue recognition

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with customer. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer. Amounts disclosed as revenue are net of Goods and Service Tax (GST).

Sale of goods

Revenue from sale of goods is recognised at the point in time when the related performance obligation is satisfied which is generally on delivery of the goods. The normal credit term is 45 to 60 days upon delivery.

The Company 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 (e.g., warranties). In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Supply of toolings is considered as a separate performance obligation. The performance obligation is satisfied on billing after approval of the product(s) by the customer. The revenue is recognised at point in time and at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Variable consideration
If the consideration in a contract includes a variable amount (like turnover discounts), the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The estimate of variable consideration for expected future volume rebates/incentives, cash discounts etc. are made on the most likely amount method.
Revenue is disclosed net of such amounts.

Significant financing component
Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115 Revenue from Contracts with Customers ("Ind AS 115"), the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Warranty obligations
A provision for warranties is recognised when the underlying products are sold, based on historical data and a weighting of possible outcomes against their associated probabilities.

Sale of services
Income from services is recognised on the basis of time/work completed as per contract with the customers. The Company collects taxes on services (where applicable) on behalf of the government and, therefore, they are not economic benefits flowing to the Company. Hence, they are excluded from revenue.
Royalty income is recognised on the basis of number of units manufactured by the ultimate customer to whom products have been offered on royalty per unit basis.
Revenue from job work services are recognized in the accounting period in which the services are rendered.

Interest income
Interest income is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Interest income is included in the Other Income in the statement of Profit and Loss.

Contract balances

Contract liabilities
A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer.
A contract liability is recognised if a payment is received from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

Refund liabilities
A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer including volume rebates and discounts. The Company updates its estimates of refund liabilities at the end of each reporting period.

b. Taxes
Tax expense comprises of current tax and deferred tax.

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.
The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (in equity or other comprehensive income respectively). Current tax items are recognised in correlation to the underlying transaction either in FVOCI 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 considers whether it is probable that a taxation authority will accept an uncertain tax treatment. Company reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax
Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:
- temporary differences on the initial recognition of assets or liabilities in a transaction that:
  - is not a business combination; and
  - at the time of the transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give rise to equal taxable and deductible temporary differences; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Company. Deferred

tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.
Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.
The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property is presumed to be recovered through sale.
Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

c. Property, plant and equipment and depreciation of property, plant and equipment

All items of property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes purchase price, the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met and directly attributable to bringing the asset to its location and condition necessary for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met and if the amount is material.

Transition to Ind AS
On transition to Ind AS, the Company has elected to continue with the carrying value of all property, plant and equipment recognised at 1 April 2023, measured as per previous GAAP and use that carrying value as the deemed cost of such property, plant and equipment.
Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including routine repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.
The Company identifies and determines cost of each components/part of the asset separately, if the component/ part of the asset has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.
Property, plant and equipment under construction or installation as at balance sheet date is shown as capital work in progress and is stated at cost, net of accumulated impairment loss, if any. Further, the related advances are shown under non-current assets.

Depreciation on property, plant and equipment is calculated on a written down value method over the estimated useful lives of the assets as determined by Schedule II/Independent chartered engineer. Based on the report of an independent valuer and internal assessment, the useful lives as below are believed to best represent the period over which the assets are expected to be used. Hence the useful life for these assets are different from the useful lives as prescribed under Part C of Schedule II of The Companies Act 2013.

Property, plant and equipment	**Life as per Schedule II**	**Management Estimate**
Computers	3-6 years	3 years
Plant and equipment	15 – 50 years	15 years
Furniture and Fixtures	10 years	10 years
Vehicles	8-10 years	8 years
Office equipment	5 years	5 years
Jigs and fixtures	5 years	3 years
Buildings	15 – 50 years	30 years
Electrical installation	10 years	10 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The Company reviews the estimated residual values and expected useful lives of assets at least annually. In particular, the Company considers the impact of health, safety and environmental legislation in its assessment of expected useful lives and estimated residual values.

Pro-rated depreciation is provided on all assets purchased or sold during the year.
Leasehold improvements are depreciated over the primary period of lease, on a straight-line basis.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

d. Intangible assets and amortization of intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Research costs are charged to the statement of profit and loss in the year in which they are incurred. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life of the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.
Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Transition to Ind AS
On transition to Ind AS, the Company has elected to continue with the carrying value of all intangible assets recognised at 1 April 2023, measured as per previous GAAP and use that carrying value as the deemed cost of such intangible assets.

(i) Computer software
Software is amortised over a period of 5 years.

(ii) Research and development
Research costs are expensed as incurred. Development costs on an individual project are recognised as an intangible asset when the Company can demonstrate:
- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale.

- Its intention to complete and its ability and intention to use or sell the intangible asset
- How the intangible asset will generate future economic benefits
- The availability of resources to complete the intangible asset
- The ability to measure reliably the expenditure during development

Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. During the period of development, the asset is tested for impairment annually. Capitalised development costs are amortised over period of underlying project life which is generally 5 years.

e. Leases

The Company assesses at contract inception whether a contract is or contains a lease per Ind AS 116 Leases ("Ind AS 116"). 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. The Company's lease assets class primarily consists of lease of building or premises.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date when 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 assets.
If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.
The right-of-use assets are also subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Company 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. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

f. Inventories

Inventories which comprise raw materials, work-in-progress and finished goods are carried at the lower of cost and net realisable value. Cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In determining the cost, first in first out method is used. In the case of manufactured inventories and work in progress, cost includes fixed production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials 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 realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

g. Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement**.**

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Ind AS financial statements unless the possibility of an outflow embodying economic benefits is remote.

Provisions, contingent liabilities and commitments are reviewed by management at each balance sheet date.

h. Employee Benefits

(i) Defined contribution plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

(ii) Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company'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 Company, 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 ('the asset ceiling'). To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Gratuity

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through FVOCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. The Company does not have any planned assets.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Compensated absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company 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. The Company recognizes expected cost of short-term employee benefit as an expense, when an employee renders the related service.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet since the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

(iii) Short term employee benefits

Short-term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus, if the Company 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.

i. Share based payment

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments from the Company, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

j. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets are classified and subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI), and fair value through profit or loss (FVTPL).

The classification of financial assets depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (d) Revenue from contracts with customers.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through FVOCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

A 'financial asset' is measured at the amortised cost if both the following conditions are met:
a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
This category is the most relevant to the Company. 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 in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes trade receivables, and loan to an associate and loan to a director included under other non-current financial assets.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

(i) The rights to receive cash flows from the asset have expired, or
(ii) The Company 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 Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company 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 Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all financial assets not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.
ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).
For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.
The Company considers a financial asset to be in default when:
the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
the financial asset is more than 90 days past due.

Financial liabilities
Initial recognition and measurement
Financial liabilities are classified as measured at amortised cost or at fair value through profit or loss. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 Financial Instruments ("Ind AS 109") or it is designated as such on initial recognition.
Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.
The Company's financial liabilities include borrowings, trade payables, lease liabilities and other financial liabilities. These are subsequently measured at amortised cost.

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 FVOCI. These gains/ losses are not subsequently transferred to P&L. However, the Company 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 and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)
This is the category most relevant to the Company. 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.

Derecognition
A financial liability is derecognised when the contractual obligation is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

k. 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 the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company’s cash management.

l. Earning per share
Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

m. Impairment of non-financial assets
The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash generating unit's (CGU) fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset’s or CGU’s recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a re-valued amount, in which case the reversal is treated as a revaluation increase.

n. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ('CODM'). The CODM is responsible for allocating resources and assessing performance of the operating segments. The joint managing director of the Company takes decision in respect of allocation of resources and assess the performance and hence, is considered to be the CODM of the Company.

o. Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.
Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.
Government grants relating to purchase of property, plant and equipment are included in current and non current liabilities as deferred income and are credited to profit or loss on systematic basis over the expected lives of the related assets and presented within other income.
Export benefits in the nature of duty drawback are recognised in the statement of profit and loss in the year of exports based on eligibility / expected eligibility duly considering the entitlements as per the policy, industry specific developments, interpretations arising out of judicial / regulatory proceedings where applicable, management assessment etc. and when there is no uncertainty in receiving the same.
Export benefits in the nature of Merchandise Exports from India Scheme (MEIS) under Foreign Trade Policy are recognised in the statement of profit and loss when there is no uncertainty in receiving / utilizing the same, taking into consideration the prevailing regulations.
There are no unfulfilled conditions attached to the government grant.

p. Compound financial instruments

Compound financial instruments issued by the Company comprises compulsory convertible preference shares denominated in INR that is convertible into fixed number of equity shares after 20 years from the date of allotment or occurrence of Qualified IPO or strategic sale.

The liability component of compound financial instruments is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at fair value through profit or loss. The equity component of a compound financial instrument is not remeasured subsequently.

Interest related to the financial liability is recognised in profit or loss. On conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

2.3 Recent accounting pronouncements

The Ministry of Corporate Affairs (MCA), through the Companies (Indian Accounting Standards) Amendment Rules, 2025 and Companies (Indian Accounting Standards) Second Amendment Rules, 2025, has issued amendments to various Ind AS, which will be effective from 01 April 2025 and 01 April 2026. The Company will evaluate the requirements and apply these amendments from the effective date.

A. Amendments effective from 01 April 2025:

(i) Ind AS 21 – Effects of Changes in Foreign Exchange Rates (Lack of Exchangeability)

These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable.

Impact: The Company currently does not deal in such currencies and hence there is no impact on the financial statements. The Company will assess the implications of this amendment for future periods.

(ii) Ind AS 7 – Statement of Cash Flows and Ind AS 107 – Financial Instruments: Disclosures (Supplier Finance Arrangements)

The amendments introduce additional disclosure requirements for supplier finance arrangements to enhance transparency regarding their effect on liabilities and cash flows.

Impact: The Company has applied the exemption and will evaluate the new disclosure requirement in the annual financial statements, as appropriate and disclose accordingly.

(iii) Ind AS 12 – Income Taxes (Pillar Two Model Rules)

Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and require companies to disclose that they have applied the relief. This relief is immediate and applies retrospectively. The amendments also require companies to provide new disclosures to compensate for potential loss of information resulting from the relief. Such disclosures are to be provided for annual reporting periods beginning on or after 1 April 2025.

Impact: The Company is evaluating the implications. No material impact is expected on recognition and measurement of income taxes; however, additional disclosures may be required in future periods.

(iv) Ind AS 1, Presentation of Financial Statements

The amendment relates to classification of liabilities as current or non -current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants.

Impact: The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

(v) Other Amendments (Ind AS 115, Ind AS 116)

Other amendments include:

Removed the conflict between Ind AS 109 and Ind AS 115 over the amount at which a trade receivable is initially measured (Ind AS 115 and Ind AS 116).

Impact: These amendments does not have a material impact on the Company's financial statements.

B. Amendments notified but not yet effective (effective from 01 April 2026)

Ind AS 1, Presentation of Financial Statements – This amendment removes the carve-outs in Ind AS 1 from IAS 1 when there is a breach of a material covenant that transforms the liability from non-current to current. The Company will evaluate the requirements and apply these amendments from the effective date. However, presently the Company does not see any material impact on the financial statements.

SEDEMAC Mechatronics Limited
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Annexure VI
(Amounts in INR Million, unless otherwise stated)

Statement of Adjustments to Audited Financial Statements as at and for the year ended 31 March 2025 and Audited Special Purpose Ind AS Financial Statements as at and for the years ended 31 March 2024 and 31 March 2023 and Audited Special Purpose Interim Financial Statements as at and for the nine months ended 31 December 2025

Part A: Statement of restatement adjustments to Audited Financial Statements and Audited Special Purpose Ind AS Financial Statements.

(I) Reconciliation between audited comprehensive income and restated comprehensive income :

(INR in million)

		For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
A	**Audited total comprehensive income**	**707.50**	**465.50**	**55.71**	**83.80**
B	**Material restatement adjustments**				
	(i) Audit qualifications	-	-	-	-
	(ii) Other material adjustments				
	Change in accounting policies	-	-	-	-
	Other adjustments	-	-	-	-
	(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-	-
	Total (B)	-	-	-	-
C	**Restated total comprehensive income (A+B)**	**707.50**	**465.50**	**55.71**	**83.80**

(II) Reconciliation between audited total equity and restated total equity :

(INR in million)

		As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
A	**Audited total equity**	**4,104.80**	**3,033.81**	**1,241.22**	**1,150.25**
B	**Material restatement adjustments**				
	(i) Audit qualifications	-	-	-	-
	(ii) Other material adjustments				
	Change in accounting policies	-	-	-	-
	Other adjustments	-	-	-	-
	(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-	-
	Total (B)	-	-	-	-
C	**Total Equity as per Restated Statement of Assets and Liabilities (A+B)**	**4,104.80**	**3,033.81**	**1,241.22**	**1,150.25**

D Audited total equity as at 31 March 2023 is INR 1,150.25 million, whereas opening balance of total equity as at 01 April 2023 as per statutory financial statements under Ind AS is INR 1,158.11 million. The difference of INR 7.86 million pertains to applying Ind AS 116 and Ind AS 12 principles for Special Purpose Ind AS Financial Statements for the year ended 31 March 2023.

Material regroupings

There have been no material re-groupings required to be made in the restated statement of assets and liabilities, restated statement of profit and loss and restated statement of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Ind AS financial information of the Company respectively prepared in accordance with amended Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

Part B: Non Adjusting events

Emphasis of Matters, Other Matters and Qualifications in Auditor's Report, which do not require any corrective adjustments in the Restated Financial Information

a) Emphasis of Matters not requiring adjustment to Restated Financial Information are reproduced below in respect of the Audited Ind AS Financial Statements for the year ended 31 March 2025, Audited Special Purpose Ind AS Financial Statements for the years ended 31 March 2024 and 31 March 2023 and Audited Special Purpose Interim Ind AS Financial Statements for the nine months ended 31 December 2025:

1) Emphasis of Matters for the nine months ended 31 December 2025
No emphasis of matter

2) Emphasis of Matters for the year ended 31 March 2025
No emphasis of matter

3) Emphasis of Matters for the year ended 31 March 2024
No emphasis of matter

4) Emphasis of Matters for the year ended 31 March 2023
No emphasis of matter

b) Other Matters not requiring adjustment to Restated Financial Information are reproduced below in respect of the Audited Ind AS Financial Statements for the year ended 31 March 2025, Audited Special Purpose Ind AS Financial Statements for the years ended 31 March 2024 and 31 March 2023 Audited Special Purpose Interim Ind AS Financial Statements for the nine months ended 31 December 2025:

1) Other Matters for the nine months ended 31 December 2025
No other matter

2) Other Matters for the year ended 31 March 2025
No other matter

3) Other Matters for the year ended 31 March 2024
No other matter

4) Other Matters for the year ended 31 March 2023
No other matter

c) **Audit qualifications for the respective years, which do not require any adjustments in the restated financial information are as follows:**

There are no audit qualification in auditor's report for the nine months ended 31 December 2025 and for the years ended 31 March 2025, 31 March 2024 and 31 March 2023.

d) **Additional disclosures under Schedule III to the Companies Act, 2013**

Reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) for the year ended 31 March 2025

Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software:
-The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes;
-The feature of recording audit trail (edit log) facility was not enabled for certain tables at the application layer of the accounting software used for maintaining books of accounts relating to Revenue and Receivables, Purchases and payables and Payroll;
-the authorised privileged user(s) had rights to make changes to the audit trail feature. However, the edit logs for changes made to the audit trail feature were not available, and hence, we are unable to determine whether changes to the audit trail feature were made during the year.
Further, due to limitations in the system configuration mentioned above, we are unable to comment whether there were any instances of the audit trail feature being tampered with.
Additionally, since the audit trail (edit log) facility was not enabled in the previous year, the audit trail has not been preserved by the Company as per the statutory requirements for record retention.

Reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) for the year ended 31 March 2024

Based on aur examination which included test checks, the Company has used an accounting software for maintaining its books of account which does not have the feature of recording audit trail (edit log) facility. Consequently we are unable to comment on audit trail feature of the said software.

(Amounts in INR Million, unless otherwise stated)

e) Statement / comments included in the Companies (Auditor's Report) Order, 2020 ('CARO 2020'), which do not require any adjustments in the Restated Financial Information:

For the year ended 31 March 2025
Clause (i)(c) of Companies (Auditor's Report) Order, 2020 ('CARO 2020')
According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Land	23.33	SEDEMAC Mechatronics Private Limited	No	8 - 9 years	Refer note A below
Building	15.65	SEDEMAC Mechatronics Private Limited	No	8 - 9 years	Refer note A below

Note A - The title deeds of all the immovable properties are held in the erstwhile name of the Company.

Clause (vii)(a) of Companies (Auditor's Report) Order, 2020 ('CARO 2020')
According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities, though there have been slight delays in a few cases of income-tax deducted at source ranging from 22 to 46 days and tax collected at source of 4 days.

The above Annexure VI should be read in conjunction with Annexure V - Material Accounting Policies and Annexure VII - Notes to Restated Financial Information.

(Amounts in INR Million, unless otherwise stated)

3A. Property, plant and equipment

Reconciliation of carrying amount

Particulars	Land	Building	Jigs & Fixtures	Electric Installation	Plant and equipment	Furniture and fixtures	Computers	Vehicles	Leasehold improvements	Office equipment	Total
Gross carrying amount											
Balance as at 01 April 2022 (refer note (a))	**23.33**	**15.60**	**9.40**	**3.00**	**402.80**	**27.00**	**19.60**	**3.70**	**46.00**	**16.30**	**566.73**
Additions	-	0.06	8.35	2.57	120.00	11.30	30.01	0.62	15.72	7.22	**195.85**
Disposals/adjustments	-	-	-	-	2.17	5.08	2.73	-	0.46	0.12	**10.56**
Closing carrying amount as on 31 March 2023	**23.33**	**15.66**	**17.75**	**5.57**	**520.63**	**33.22**	**46.88**	**4.32**	**61.26**	**23.40**	**752.02**
Opening accumulated depreciation adjusted against gross carrying amount (refer note (a))	-	(1.49)	(8.87)	(0.95)	(81.44)	(4.05)	(19.63)	(1.00)	(11.63)	(8.59)	**(137.65)**
Balance as at 1 April 2023*	23.33	14.17	8.88	4.62	439.19	29.17	27.25	3.32	49.63	14.81	**614.37**
Additions	-	1.48	10.18	4.58	313.79	7.06	31.15	1.13	22.89	8.72	**400.98**
Disposals	-	-	1.89	-	16.35	4.58	0.83	-	0.83	0.38	**24.86**
Balance as at 31 March 2024	**23.33**	**15.65**	**17.17**	**9.20**	**736.63**	**31.65**	**57.57**	**4.45**	**71.69**	**23.15**	**990.49**
Additions	-	-	53.37	1.11	442.56	8.67	24.77	0.79	26.64	7.08	**564.99**
Disposals	-	-	0.17	-	4.75	0.83	2.64	1.23	0.43	0.75	**10.80**
Balance as at 31 March 2025	**23.33**	**15.65**	**70.37**	**10.31**	**1,174.44**	**39.49**	**79.70**	**4.01**	**97.90**	**29.48**	**1,544.68**
Additions	-	-	31.35	0.41	603.98	35.07	39.95	0.56	36.20	3.95	**751.47**
Disposals	-	-	0.89	-	0.15	0.20	-	0.06	-	-	**1.30**
Balance as at 31 December 2025	**23.33**	**15.65**	**100.83**	**10.72**	**1,778.27**	**74.36**	**119.65**	**4.51**	**134.10**	**33.43**	**2,294.85**

SEDEMAC Mechatronics Limited
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Annexure VII
Notes to the Restated Financial Information
(Amounts in INR Million, unless otherwise stated)

Particulars	Land	Building	Jigs & Fixtures	Electric Installation	Plant and equipment	Furniture and fixtures	Computers	Vehicles	Leasehold improvements	Office equipment	Total
Accumulated Depreciation											
Balance as at 01 April 2022 (refer note (a))	-	-	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	1.49	8.87	0.95	83.22	8.36	22.28	1.00	12.10	8.71	**146.98**
Accumulated depreciation on disposal	-	-	-	-	1.78	4.31	2.65	-	0.47	0.12	**9.33**
Closing carrying amount as on 31 March 2023	-	**1.49**	**8.87**	**0.95**	**81.44**	**4.05**	**19.63**	**1.00**	**11.63**	**8.59**	**137.65**
Adjusted against gross carrying amount (refer note (a))	-	(1.49)	(8.87)	(0.95)	(81.44)	(4.05)	(19.63)	(1.00)	(11.63)	(8.59)	**(137.65)**
Balance as at 1 April 2023	-	-	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	1.43	9.32	1.52	107.53	8.28	30.42	0.99	15.85	8.39	**183.73**
Accumulated depreciation on disposal	-	-	1.89	-	11.50	3.94	0.83	-	0.68	0.38	**19.22**
Balance as at 31 March 2024	**-**	**1.43**	**7.43**	**1.52**	**96.03**	**4.34**	**29.59**	**0.99**	**15.17**	**8.01**	**164.51**
Depreciation for the year	-	1.35	18.72	2.11	155.17	7.99	25.73	0.98	21.15	8.19	**241.39**
Accumulated depreciation on disposal	-	-	0.17	-	3.81	0.69	2.57	1.13	0.29	0.74	**9.40**
Balance as at 31 March 2025	**-**	**2.78**	**25.98**	**3.63**	**247.39**	**11.64**	**52.75**	**0.84**	**36.03**	**15.46**	**396.50**
Depreciation for the period	-	0.92	29.08	1.37	169.94	9.02	24.62	0.72	22.88	5.64	**264.19**
Accumulated depreciation on disposal	-	-	0.89	-	0.12	0.16	-	0.05	-	-	**1.22**
Balance as at 31 December 2025	-	**3.70**	**54.17**	**5.00**	**417.21**	**20.50**	**77.37**	**1.51**	**58.91**	**21.10**	**659.47**
Net block											
Balance as at 31 March 2023	**23.33**	**14.17**	**8.88**	**4.62**	**439.19**	**29.17**	**27.25**	**3.32**	**49.63**	**14.81**	**614.37**
Balance as at 31 March 2024	**23.33**	**14.22**	**9.74**	**7.68**	**640.60**	**27.31**	**27.98**	**3.46**	**56.52**	**15.14**	**825.98**
Balance as at 31 March 2025	**23.33**	**12.87**	**44.39**	**6.68**	**927.05**	**27.85**	**26.95**	**3.17**	**61.87**	**14.02**	**1,148.18**
Balance as at 31 December 2025	**23.33**	**11.95**	**46.66**	**5.72**	**1,361.06**	**53.86**	**42.28**	**3.00**	**75.19**	**12.33**	**1,635.38**

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* On transition to Ind AS (i.e., 01 April 2023) the Company has elected to continue with the carrying value of all property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of property, plant and equipment. (refer note 38)

Property, plant and equipment are subject to charge, to secure the Company's borrowings as disclosed in note 17 and 21.

(a) The Company has elected to consider the carrying value of property plant and equipment as on 01 April 2023 as the deemed cost on first time adoption of Ind AS as per Ind AS 101 – 'First-time Adoption of Indian Accounting Standards'. The Company has determined the deemed cost of property, plant and equipment as at 01 April 2022 based on carrying value as at 01 April 2023 by applying the roll back adjustment in accordance with the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI.

3B. Capital work-in-progress

Particulars	Building	Jigs & Fixtures	Electric Installation	Plant and equipment	Furniture and fixtures	Computers	Vehicles	Leasehold improvements	Office equipment	Total
Balance as at 01 April 2022	-	-	-	**1.20**	**0.20**	**0.20**	-	**0.10**	**0.40**	**2.10**
Additions	0.06	8.36	2.84	139.96	11.10	29.83	0.62	19.32	6.93	**219.02**
Capitalised during the year	0.06	8.35	2.57	120.00	11.30	30.01	0.62	15.72	7.22	**195.85**
Balance as at 31 March 2023	-	**0.01**	**0.27**	**21.16**	-	**0.02**	-	**3.70**	**0.11**	**25.27**
Additions	1.48	10.31	4.31	320.67	7.06	31.20	1.13	21.81	9.45	**407.42**
Capitalised during the year	1.48	10.18	4.58	313.79	7.06	31.15	1.13	22.89	8.72	**400.98**
Balance as at 31 March 2024	-	**0.14**	-	**28.04**	-	**0.07**	-	**2.62**	**0.84**	**31.71**
Additions	-	53.62	1.11	428.38	29.55	24.70	1.14	27.73	6.24	**572.47**
Capitalised during the year	-	53.37	1.11	442.56	8.67	24.77	0.79	26.64	7.08	**564.99**
Balance as at 31 March 2025	-	**0.39**	-	**13.86**	**20.88**	-	**0.35**	**3.71**	-	**39.19**
Additions		30.97	0.41	592.27	14.19	39.95	0.21	36.34	5.49	**719.83**
Capitalised during the period		31.35	0.41	603.98	35.07	39.95	0.56	36.20	3.95	**751.47**
Balance as at 31 December 2025	-	**0.01**	-	**2.15**	-	-	-	**3.85**	**1.54**	**7.55**

Capital work in progress ("CWIP") ageing schedule

As at 31 December 2025	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	3.96		3.59	-	7.55

As at 31 March 2025	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	35.60	3.59	-	-	39.19

(Amounts in INR Million, unless otherwise stated)

As at 31 March 2024	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	29.21	2.50	-	-	31.71

As at 31 March 2023	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	25.27	-	-	-	25.27

Note :
There are no projects for which completion is overdue compared to original plan and no costs exceeding budgeted cost for the above periods.

Title deeds of immovable property not held in the name of the Company

The title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company for the year ended 31 March 2025 :

Description of property	Gross carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Land	23.33	SEDEMAC Mechatronics Private Limited	No	8 - 9 years	Refer note A below
Building	15.65	SEDEMAC Mechatronics Private Limited	No	8 - 9 years	Refer note A below

Note A - The title deeds of all the immovable properties are held in the erstwhile name of the Company.

(Amounts in INR Million, unless otherwise stated)

4A. Intangible assets
Reconciliation of carrying amount

Particulars	Product Development	Software (Other than internally developed)	Total
Gross carrying amount			
Balance as at 01 April 2022 (refer note (a))	**407.11**	**45.19**	**452.30**
Additions	204.05	18.32	**222.37**
Disposals/adjustments	-	1.27	**1.27**
Balance as at 31 March 2023	**611.16**	**62.24**	**673.40**
Opening accumulated depreciation adjusted against gross carrying amount (refer note (a))	(138.51)	(13.60)	**(152.11)**
Balance as at 1 April 2023*	472.65	48.64	**521.29**
Additions	134.00	24.33	**158.33**
Balance as at 31 March 2024	**606.65**	**72.97**	**679.62**
Additions	415.00	13.68	**428.68**
Deletion	-	2.37	**2.37**
Balance as at 31 March 2025	**1,021.65**	**84.28**	**1,105.93**
Additions	103.60	18.39	**121.99**
Deletion			**-**
Balance as at 31 December 2025	**1,125.25**	**102.67**	**1,227.92**
Accumulated amortization			
Balance as at 01 April 2022 (refer note (a))	**-**	**-**	-
Amortization for the year	138.51	14.87	**153.38**
Accumulated amortization on disposal	-	1.27	**1.27**
Balance as at 31 March 2023	**138.51**	**13.60**	**152.11**
Adjusted against gross carrying amount (refer note (a))	(138.51)	(13.60)	**(152.11)**
Balance as at 1 April 2023	-	-	**-**
Amortization for the year	154.46	17.86	**172.32**
Balance as at 31 March 2024	**154.46**	**17.86**	**172.32**
Amortization for the year	185.22	19.67	**204.89**
Accumulated amortization on disposal	-	2.32	**2.32**
Impairment loss	41.66	-	**41.66**
Balance as at 31 March 2025	**381.34**	**35.21**	**416.55**
Amortization for the period	152.43	16.54	**168.97**
Balance as at 31 December 2025	**533.77**	**51.75**	**585.52**
Net block			
As at 31 March 2023	**472.65**	**48.64**	**521.29**
As at 31 March 2024	**452.19**	**55.11**	**507.30**
As at 31 March 2025	**640.31**	**49.07**	**689.38**
As at 31 December 2025	**591.48**	**50.92**	**642.40**

* On transition to Ind AS (i.e., 01 April 2023) the Company has elected to continue with the carrying value of all intangible assets measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets. (refer note 38).

Included in development costs is an amount of INR 2.83 million (31 March 2025 : INR 2.71 million, 31 March 2024 : INR 4.19 million, 31 March 2023 : INR 5.58 million) that represents borrowing costs capitalised during the year using a capitalisation rate of 9.00% (31 March 2025 : 8.75%, 31 March 2024 : 8.75%, 31 March 2023 : 8.75%).

(Amounts in INR Million, unless otherwise stated)

(a) The Company has elected to consider the carrying value of intangible assets as on 01 April 2023 as the deemed cost on first time adoption of Ind AS as per Ind AS 101 – 'First-time Adoption of Indian Accounting Standards'. The Company has determined the deemed cost of intangible assets as at 01 April 2022 based on carrying value as at 01 April 2023 by applying the roll back adjustment in accordance with the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI.

4B. Intangible assets under development

Particulars	Product Development	Software (Other than internally developed)	Total
Balance as at 01 April 2022	**313.10**	**0.20**	**313.30**
Additions	302.92	19.37	**322.29**
Disposals/adjustments	204.06	18.31	**222.37**
Impairment loss	0.18	-	**0.18**
Balance as at 31 March 2023	**411.78**	**1.26**	**413.04**
Ind AS adjustments	-	-	-
Balance as at 1 April 2023	411.78	1.26	**413.04**
Additions	318.46	24.21	**342.67**
Capitalised during the year	134.00	24.33	**158.33**
Impairment Loss	10.75	-	**10.75**
Balance as at 31 March 2024	**585.49**	**1.14**	**586.63**
Additions	330.33	13.66	**343.99**
Capitalised during the year	415.00	13.68	**428.68**
Impairment loss	8.76	-	**8.76**
Balance as at 31 March 2025	**492.06**	**1.12**	**493.18**
Additions	286.84	17.27	**304.11**
Capitalised during the period	103.60	18.39	**121.99**
Balance as at 31 December 2025	**675.30**	**-**	**675.30**

Intangible Assets under development ageing schedule

As at 31 December 2025	Amount of intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years *	Total
Projects in progress	92.72	291.08	113.30	178.20	**675.30**

As at 31 March 2025	Amount of intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years*	Total
Projects in progress	75.98	100.81	167.27	149.12	**493.18**

As at 31 March 2024	Amount of intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years*	Total
Projects in progress	249.42	165.20	97.11	74.90	**586.63**

(Amounts in INR Million, unless otherwise stated)

As at 31 March 2023	Amount of intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years*	Total
Projects in progress	231.74	96.70	27.12	57.48	**413.04**

* Work with respect to the projects under development for more than 3 years, is under progress and these projects are expected to commercialise in the coming years.

There are no projects for which completion is overdue compared to original plan and no costs exceeding budgeted cost for the above periods.

Note:

Impairment loss

The impairment loss were recognised in relation to the manufacture of a product related to Internet of Things (IoT), ISG+, EFI and electric machines as follows.

	31 December 2025	31 March 2025	31 March 2024	31 March 2023
Product development	-	50.42	10.75	0.18

Impairment testing - Recoverability of product development

The carrying amount of product development includes projects related to Internet of Things (IoT), ISG+, EFI, and electric machines. Keeping in view that there is no visibility of any progress of any commitment/ orders for the product, the benefit of the development project will not be realised as previously expected and management has carried out an impairment test.
The impairement loss recognised on account of reasons mentioned above in current and previous year relates to separate projects. The recoverable amount for these projects is Nil and accordingly, entire projects have been impaired in respective years.

Impairment loss in relation to product development

Management estimated the recoverable amount of the product development based on its 'value in use' model, where in the value of cash generating unit is determined as a sum of the future cash inflows and outflows to be derived from continuing use of the asset and from its ultimate disposal. The Company considers that there are no realistic prospects of generating future cash flows from the continuing use of the product and its disposal and therefore, concluded that it is unlikely that the carrying amount of the CGU exceed its estimated recoverable amount.

Refer note 45 for segment-wise details.

(Amounts in INR Million, unless otherwise stated)

5. Right-of-use assets
Reconciliation of carrying amount

Particulars	Building	Total
Cost		
Balance as at 01 April 2022	**285.18**	**285.18**
Additions	-	-
Balance as at 31 March 2023	**285.18**	**285.18**
Ind AS adjustments	(45.88)	**(45.88)**
Balance as at 1 April 2023	239.30	**239.30**
Additions	1.12	**1.12**
Balance as at 31 March 2024	**240.42**	**240.42**
Additions	8.91	**8.91**
Balance as at 31 March 2025	**249.33**	**249.33**
Additions	160.11	**160.11**
Balance as at 31 December 2025	**409.44**	**409.44**
Accumulated depreciation		
Balance as at 01 April 2022	**-**	**-**
Depreciation for the year	56.76	**56.76**
Balance as at 31 March 2023	**56.76**	**56.76**
Ind AS adjustments	2.82	**2.82**
Balance as at 1 April 2023	-	**-**
Depreciation for the year	59.58	**59.58**
Balance as at 31 March 2024	**59.58**	**59.58**
Depreciation for the year	61.19	**61.19**
Balance as at 31 March 2025	**120.77**	**120.77**
Depreciation for the period	64.93	**64.93**
Balance as at 31 December 2025	**185.70**	**185.70**
Net block		
As at 31 March 2023	**228.42**	**228.42**
As at 31 March 2024	**180.84**	**180.84**
As at 31 March 2025	**128.56**	**128.56**
As at 31 December 2025	**223.74**	**223.74**

(Amounts in INR Million, unless otherwise stated)

6 Other non-current financial assets

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Unsecured, considered good				
Deposits with banks with remaining maturity of more than 12 months*	1.86	3.42	1.61	0.85
Security deposits	49.62	44.47	31.68	27.02
Government grant receivable **	-	12.56	8.95	13.40
	51.48	**60.45**	**42.24**	**41.27**

* Includes Lien in favour of

Fixed deposit from ICICI Bank amounting to INR 0.65 million (31 March 2025 : INR 0.53 million , 31 March 2024 : INR 1.08 million , 31 March 2023 : Nil) against Bank Guarantee to Custom Authority.

Fixed deposit from ICICI Bank amounting to INR 1.04 million (31 March 2025 : INR 0.92 million , 31 March 2024: INR0.40 million , 31 March 2023: INR 0.15 million) against Bank Guarantee to Maharashtra Pollution Control Board.

Fixed deposit from ICICI Bank amounting to Nil (31 March 2025 : INR 1.82 million , 31 March 2024 : Nil , 31 March 2023 : Nil) against Bank Guarantee for warehousing services.

Fixed deposit from IDBI Bank amounting to INR 0.14 million (31 March 2025 : INR 0.14 million , 31 March 2024 : INR 0.13 million , 31 March 2023 : INR 0.70 million) against Bank Guarantee to Custom Authority.

** Government grant receivable relates to grant received under the 'Industrial Promotion Subsidy 2016 (IPS-2016)' under Electronic Policy of the Government of Maharashtra and under the 'Modified Incentive Package Scheme (M-SIPS)' of Central Government.

7 Other non-current assets

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(Unsecured, considered good)				
Capital advances	117.51	35.60	31.58	67.81
Prepaid expenses	5.70	14.59	1.52	3.16
Advance lease rental	9.35	9.35	-	-
	132.56	**59.54**	**33.10**	**70.97**

8 Inventories (valued at lower of cost and net realisable value)

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Raw materials (including Goods-in-transit of INR 221.22 million (31 March 2025 : INR 267.29 million, 31 March 2024 : INR 223.85 million, 31 March 2023 : INR 130.86 million))	1,073.04	1,137.90	1,001.40	764.42
Work-in-progress	232.67	136.73	83.45	83.63
Finished goods	164.39	77.93	91.64	53.88
	1,470.10	**1,352.56**	**1,176.49**	**901.93**

During the nine months ended 31 December 2025 and years ended 31 March 2025, 31 March 2024 and 31 March 2023, the Company recorded inventory write-down expenses of INR 19.22 million,INR 8.06 million, INR 30.53 million and INR 8.26 million, in the statement of profit and loss respectively.

Inventories are subject to charge, to secure the Company’s borrowings as disclosed in note 17 and 21.

(Amounts in INR Million, unless otherwise stated)

9 Investments

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Investments measured at fair value through profit or loss				
Mutual fund units (quoted)	**40.16**	**193.88**	**-**	**-**
3,750 units (31 March 2025 : 16,813 units, 31 March 2024 : Nil , 31 March 2023 : Nil) of Kotak overnight mutual fund	5.32	22.90	-	-
536 units (31 March 2025 : 13,508 units, 31 March 2024 : Nil , 31 March 2023 : Nil) of HDFC overnight mutual fund	2.09	50.67	-	-
858 units (31 March 2025 : 22,962 units, 31 March 2024 : Nil , 31 March 2023 : Nil) of Kotak liquid direct growth mutual fund	4.71	120.31	-	-
1,035 units (31 March 2025 : Nil, 31 March 2024 : Nil , 31 March 2023 : Nil) of Kotak Money Market Fund	4.85	-	-	-
2,29,01,459 units (31 March 2025 : Nil, 31 March 2024 : Nil , 31 March 2023 : Nil) of Kotak Nifty AAA Bond Fund	23.19	-	-	-
	40.16	**193.88**	**-**	**-**
Aggregate book value of quoted investments	**40.16**	**193.88**	**-**	**-**
Aggregate market value of quoted investments (refer note 35)	**40.16**	**193.88**	**-**	**-**

10 Trade receivables

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Trade receivables	1,430.40	439.43	270.29	152.46
Break-up for trade receivables:				
Unsecured, considered good	1,439.86	441.17	272.91	153.79
Unsecured, significant increase in credit risk	-	-	-	-
Unsecured, credit impaired	-	-	-	3.36
Less: Loss allowance (refer note 36)	(9.46)	(1.74)	(2.62)	(4.69)
	1,430.40	**439.43**	**270.29**	**152.46**

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10 Trade receivables (continued)

As at 31 December 2025

Particulars	Unbilled receivable*	Not due	Outstanding for following periods from due date of					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	12.84	1,113.48	306.38	5.19	1.31	0.14	0.52	**1,439.86**
(ii) Undisputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**12.84**	**1,113.48**	**306.38**	**5.19**	**1.31**	**0.14**	**0.52**	**1,439.86**
Less : Provision for expected credit loss								(9.46)
Total								**1,430.40**

As at 31 March 2025

Particulars	Unbilled receivable*	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	21.79	328.04	90.16	0.47	0.32	0.04	0.35	**441.17**
(ii) Undisputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**21.79**	**328.04**	**90.16**	**0.47**	**0.32**	**0.04**	**0.35**	**441.17**
Less : Provision for expected credit loss								(1.74)
Total								**439.43**

(Amounts in INR Million, unless otherwise stated)

As at 31 March 2024

Particulars	Unbilled receivable*	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	17.12	201.54	51.69	1.38	1.18	-	-	**272.91**
(ii) Undisputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**17.12**	**201.54**	**51.69**	**1.38**	**1.18**	**-**	**-**	**272.91**
Less : Provision for expected credit loss								(2.62)
Total								**270.29**

As at 31 March 2023

Particulars	Unbilled receivable*	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	3.71	130.29	18.99	0.80	-	-	-	**153.79**
(ii) Undisputed Trade Receivables – significant increase in credit risk	-	-			-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	3.36	-	3.36
Total	**3.71**	**130.29**	**18.99**	**0.80**	**-**	**3.36**	**-**	**157.15**
Less : Provision for expected credit loss								(4.69)
Total								**152.46**

* Unbilled receivable primarily relates to the Company's right to consideration for work completed but not billed at the reporting

a. Trade receivables are non-interest bearing and are generally on terms of 45 to 60 days.
b. Information about the Company's exposure to credit risk and market risk is disclosed in note 36.

(Amounts in INR Million, unless otherwise stated)

11 Cash and cash equivalents

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Cash on hand	-	-	0.02	-
Balances with banks				
- On current accounts	58.62	10.61	35.09	32.15
-Deposits with original maturity of 3 months or less*	32.68	14.75	-	-
	91.30	**25.36**	**35.11**	**32.15**

* Includes Lien in favour of
Fixed deposit from ICICI Bank amounting to Nil (31 March 2025 : INR 1.18 million; 31 March 2024 : INR Nil; 31 March 2023 : Nil) against Bank Guarantee to Custom Authority.
Fixed deposit from IndusInd Bank Limited amounting to Rs 12.87 million (31 March 2025 : INR 2.41 million; 31 March 2024 : INR Nil; 31 March 2023 : Nil) against Working Capital Facility.
Fixed deposit from IDBI Bank amounting to Nil (31 March 2025 : INR 0.78 million; 31 March 2024 : INR Nil; 31 March 2023 : Nil) against Bank Guarantee to Custom Authority.

12 Other bank balances

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
-Deposits with original maturity of more than 3 months and balance maturity less than 12 months*	27.72	57.17	38.37	52.88
	27.72	**57.17**	**38.37**	**52.88**

* Includes Lien in favour of
Fixed deposit from ICICI Bank amounting to INR 5.51 million (31 March 2025 : INR 0.26 million; 31 March 2024 : INR 2.48 million; 31 March 2023 : INR 0.55 million) against Bank Guarantee to Custom Authority.
Fixed deposit from ICICI Bank amounting to INR 0.06 million (31 March 2025 : Nil; 31 March 2024: Nil; 31 March 2023: Nil) against Maharashtra Pollution Control Board.
Fixed deposit from ICICI Bank amounting to INR 2.14 million (31 March 2024 : Nil , 01 April 2023 : Nil) against Bank Guarantee.
Fixed deposit from IndusInd Bank Limited amounting to INR 12.00 million (31 March 2025 : INR 21.17 million; 31 March 2024 : INR 22.04 million; 31 March 2023 : INR 12.81 million) against Working Capital Facility.
Fixed deposit from IndusInd Bank Limited amounting to Nil (31 March 2025 : Nil; 31 March 2024 : INR 12.39 million; 31 March 2023 : INR 11.64 million) against Term Loan Facility.
Fixed deposit from IDBI Bank amounting to INR 1.63 million (31 March 2025 : INR 0.78 million; 31 March 2024 : INR 1.47 million; 31 March 2023 : INR 0.81 million) against Bank Guarantee to Custom Authority.
Fixed deposit from HDFC Bank Limited amounting to Nil (31 March 2025 : Nil; 31 March 2024 : Nil; 31 March 2023 : INR 0.1 million) against working capital facility.
Fixed deposit from Mahindra & Mahindra Finance amounting to Nil (31 March 2025 : Nil; 31 March 2024 : Nil ; 31 March 2023 : INR 26.98 million) against bill discounting facility.

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13 Other current financial assets

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(Unsecured, considered good)				
Government grant receivable *	22.38	5.67	4.83	17.30
Security deposits	21.10	-	-	-
Advances to employees	0.40	-	0.11	0.15
Others **	135.38	-	-	-
	179.26	**5.67**	**4.94**	**17.45**

* Refer note 6.

** Other financial asset includes receivable for expenses incurred in relation to Initial Public Offering ("IPO") that will be recovered by the Company from the selling shareholders upon successful completion of IPO.

14 Other current assets

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(Unsecured, considered good)				
Prepaid expenses	66.92	44.24	32.43	34.77
Balances with government authorities	31.81	13.04	20.52	7.21
Advances to Suppliers	17.51	11.52	20.39	12.73
Other advances	0.01	0.01	0.01	0.01
Accrued Export Incentives	4.91	2.17	3.66	2.94
	121.16	**70.98**	**77.01**	**57.66**

(Amounts in INR Million, unless otherwise stated)

15 Share capital

A. Equity share capital

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Authorised				
5,00,00,000 (31 March 2025: 2,00,000, 31 March 2024: 11,900, 31 March 2023: 11,900) equity shares of INR 10 each	500.00	2.00	0.12	0.12
Total	**500.00**	**2.00**	**0.12**	**0.12**
Issued, subscribed and paid-up				
4,37,37,000 (31 March 2025: 28,307, 31 March 2024: 11,212, 31 March 2023: 11,077) equity shares of INR 10 each fully paid up	437.37	0.28	0.11	0.11
Total	**437.37**	**0.28**	**0.11**	**0.11**

Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	As at 31 December 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Numbers in absolute	**Amount**	**Numbers in absolute**	**Amount**	**Numbers in absolute**	**Amount**	**Numbers in absolute**	**Amount**
Equity Shares:								
At the beginning of the period/year	28,307	0.28	11,212	0.11	11,077	0.11	10,986	0.11
Shares issued during the period/year *	4,37,08,693	437.09	17,095	0.17	135	0.00	91	0.00
At the end of the period/year	**4,37,37,000**	**437.37**	**28,307**	**0.28**	**11,212**	**0.11**	**11,077**	**0.11**

*Amounts disclosed as 0.00 are below the disclosure thresholds of the Company

B. Equity component of compulsorily convertible preference shares:

	As at 31 December 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Numbers in absolute	**Amount**	**Numbers in absolute**	**Amount**	**Numbers in absolute**	**Amount**	**Numbers in absolute**	**Amount**
At the beginning of the period/year	-	-	16,110	0.85	16,110	0.85	16,110	0.85
Shares issued during the year	-	-	(16110)	(0.85)	-	-	-	-
At the end of the period/year	**-**	**-**	**-**	**-**	**16,110**	**0.85**	**16,110**	**0.85**

Compulsory convertible preference shares ("CCPS") converted into equity

On 31 May 2024, 16,110 compulsory convertible preference shares were converted into 15,921 equity shares. Gain on conversion of compulsory convertible preference shares into equity shares has been transferred to securities premium.

Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll are in proportion to its share of the paid-up equity capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

Rights, preferences and restrictions attached to preference shares

0.001% Series A Compulsorily Convertible preference shares - Each preference share is convertible into one equity share of value INR10 at the time as mentioned in the subscription agreement. The preference shareholders will have the voting rights as per the provisions of section 47(2) of the Companies Act, 2013.

0.001% Series B Compulsorily Convertible preference shares - Each preference share is convertible into one equity share of value INR10 at the time as mentioned in the subscription agreement. The preference shareholders will have the voting rights as per the provisions of section 47(2) of the Companies Act, 2013.

0.001% Series C, 0.001% Series D and 0.001% Series D1 Compulsorily Convertible preference shares - Each preference share series is convertible as follows:

Series C and D1 - one equity share of INR10 each

Series D - 0.88 equity share of INR10 each

within 20 years from the date of allotment or satisfaction of conditions mentioned in the subscription agreement, whichever is earlier. The preference shareholders will have the voting rights as per the provisions of section 47(2) of the Companies Act, 2013

0.001% Series E, and 0.001% Series E1 Compulsorily Convertible preference shares - Each preference share series is convertible as follows:

Series E - 0.86 equity share of INR10 each

Series E1 - one equity share of INR10 each

within 20 years from the date of allotment or satisfaction of conditions mentioned in the subscription agreement, whichever is earlier. The preference shareholders will have the voting rights as per the provisions of section 47(2) of the Companies Act, 2013.

0.001% Series F Compulsory Convertible preference shares is convertible as follows.

Series F - one equity share of INR10 each within 20 years from the date of allotment or satisfaction of conditions mentioned in the subscription agreement, whichever is earlier. The preference shareholders will have the voting rights as per the provisions of section 47(2) of the Companies Act, 2013.

(Amounts in INR Million, unless otherwise stated)

Particulars of shareholders holding more than 5% shares of a class of shares

Name of the shareholder	As at 31 December 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Number	% of total shares in the class	Number	% of total shares in the class	Number	% of total shares in the class	Number	% of total shares in the class
Equity shares of INR 10 each fully paid up held by-								
Prof. Shashikanth Suryanarayanan	71,50,500	16.35%	4,896	17.30%	4,800	42.81%	4,800	43.33%
Amit Arun Dixit	12,45,000	2.85%	827	2.92%	908	8.10%	908	8.20%
Manish Sharma	8,64,000	1.98%	586	2.07%	592	5.28%	592	5.34%
Mallika Iyer	12,34,500	2.82%	883	3.12%	1,120	9.99%	1,120	10.11%
Pushkaraj Panse	8,74,500	2.00%	583	2.06%	583	5.20%	578	5.22%
Montane Ventures	-	0.00%	-	0.00%	883	7.88%	883	7.97%
A91 Emerging Fund II LLP	80,35,500	18.37%	5,357	18.92%	-	0.00%	-	0.00%
Xponentia Opportunities Fund II	34,78,500	7.95%	2,319	8.19%	-	0.00%	-	0.00%
Entrust (Trustees of NRJN)	19,35,000	4.42%	1,990	7.03%	-	0.00%	-	0.00%
Mace Pvt Ltd	25,53,000	5.84%	1,702	6.01%	-	0.00%	-	0.00%
360 One Special Opportunities Fund - Series 8	22,69,500	5.19%	1,513	5.34%	-	0.00%	-	0.00%

Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceeding the reporting date:

(a) During the nine month ended 31 December 2025, the Company has issued 4,35,69,934 fully paid-up bonus equity shares of face value of INR 10 each, in the ratio of 1499:1 to the eligible shareholders whose names appeared in the Register of Members / Beneficial Owners' position as on 10 September 2025, by capitalizing a sum of INR 435.70 million from the securities premium account of the Company.

(b) During the year ended 31 March 2025, 15,921 equity shares of INR 10 have been alloted as fully paid up pursuant to conversion of compulsory convertible preference shares.

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Shares held by Promoters as at

31 Dec 2025

Promoter's Name	No. of shares at the beginning of the period	Change due to issue of bonus shares	Change during the period	No. of shares at the end of the period	% of total Shares	% Change during the period
Prof. Shashikanth Suryanarayanan	4,896	73,39,104	(193500)	71,50,500	16.35%	-2.63%
Mr. Amit Arun Dixit	827	12,39,673	4,500	12,45,000	2.85%	0.36%
Mr. Manish Sharma	586	8,78,414	(15000)	8,64,000	1.98%	-1.71%
Mr. Anaykumar Avinash Joshi	42	62,958	5,28,000	5,91,000	1.35%	838.10%

31 March 2025

Promoter's Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total Shares	% Change during the year
Prof. Shashikanth Suryanarayanan	4,800	96	4,896	17.30%	2.00%
Mr. Amit Arun Dixit	908	(81)	827	2.92%	-8.92%
Mr. Manish Sharma	592	(6)	586	2.07%	-1.01%
Mr. Anaykumar Avinash Joshi	-	42	42	0.15%	100.00%

31 March 2024

Promoter's Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total Shares	% Change during the year
Prof. Shashikanth Suryanarayanan	4,800	-	4,800	42.81%	0.00%
Mr. Amit Arun Dixit	908	-	908	8.10%	0.00%
Mr. Manish Sharma	592	-	592	5.28%	0.00%

31 March 2023

Promoter's Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total Shares	% Change during the year in no. of shares
Prof. Shashikanth Suryanarayanan	5,435	(635)	4,800	43.33%	-11.68%
Mr. Amit Arun Dixit	908	-	908	8.20%	0.00%
Mr. Manish Sharma	592	-	592	5.34%	0.00%

(Amounts in INR Million, unless otherwise stated)

16 Other equity - Reserves and surplus

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Securities premium account				
At the beginning of the period/year	2,488.52	1,160.38	1,136.11	1,127.70
Premium on issue of equity shares	353.00	768.41	11.24	4.05
Issue of bonus shares	(435.69)	-	-	-
Premium on conversion of compulsory convertible preference shares	-	549.00	-	-
Transfer to security premium - Options exercised during the period/year	63.18	10.73	13.03	4.36
At the end of the period/year	**2,469.01**	**2,488.52**	**1,160.38**	**1,136.11**
Retained earnings				
At the beginning of the period/year	440.40	(25.37)	(88.94)	(89.20)
On account of first time adoption of Ind AS	-	-	-	(83.54)
Transfer to retained earnings - Options lapsed	-	0.27	-	-
Roll-back transition adjustments*	-	-	7.86	-
Profit for the period/year	714.98	470.45	58.78	85.73
Other comprehensive income /(loss) for the period/year (net of taxes)	(7.48)	(4.95)	(3.07)	(1.93)
At the end of the period/year	**1,147.90**	**440.40**	**(25.37)**	**(88.94)**
Share options outstanding account				
At the beginning of the period/year	104.61	105.25	102.12	80.80
Share-based compensation expense (refer note 30)	9.09	10.36	16.16	25.68
Transfer to retained earnings - Options lapsed	-	(0.27)	-	-
Transfer to security premium - Options exercised during the period/year	(63.18)	(10.73)	(13.03)	(4.36)
At the end of the period/year	**50.52**	**104.61**	**105.25**	**102.12**
Total other equity	**3,667.43**	**3,033.53**	**1,240.26**	**1,149.29**

Nature and purpose of reserves

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Retained Earnings

Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Share options outstanding account

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

* Refer Annexure VI Part II (D).

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17 Borrowings

Particulars	Non-current				Current*			
	As at 31 December 2025	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Term Loans - Secured								
From Banks								
- HDFC Bank Limited - Term Loan	40.61	59.90	75.59	33.31	25.97	26.12	51.41	30.55
- HDFC Bank Limited - Car Loan	-	-	-	0.84	-	-	0.84	0.85
- HDFC Bank Limited - ECLGS Loan	-	-	-	3.62	-	-	3.62	7.24
- ICICI Bank Limited - Term Loan	-	-	-	89.08	-	-	-	36.51
- IndusInd Bank Limited - Term Loan	-	-	51.81	70.38	-	-	18.67	18.59
-EXIM Bank - Term Loan	44.36	105.81	144.16	90.16	57.92	39.41	20.53	10.48
-Yes Bank Limited - Term Loan	116.68	91.17	43.37	-	28.91	19.07	0.62	-
-CITI Bank Limited - Term Loan	40.19	-	-	-	9.02	-	-	-
From Others								
- BAJAJ Finance Limited - ECLGS	-	-	-	9.15	-	-	-	14.99
- BAJAJ Finance Limited - Term Loan	-	-	108.60	53.23	-	-	43.74	19.13
	241.84	**256.88**	**423.53**	**349.77**	**121.82**	**84.60**	**139.43**	**138.34**

* Current maturities of long term debt disclosed under Borrowings - current.

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Note 1

Details of outstanding borrowings as at 31 December 2025

Loans	Outstanding loan amount	Repayment in instalments	Repayment		Rate of interest
			Starting from	Ending on	
HDFC Bank Limited - Term	66.58	60 (Monthly)	August 2023	July 2028	7.57%
Exim Bank - Term Loan	55.34	20 (Quarterly)	October 2023	July 2028	8.05%
	46.94	8 (Quarterly)	April 2025	January 2027	8.95%
Yes Bank Limited - Term Loan	145.59	72 (Monthly)	March 2025	February 2031	8.45%
CITI Bank Limited - Term	49.21	72 (Monthly)	October 2023	September 2030	7.78%

Details of outstanding borrowings as at 31 March 2025

Loans	Outstanding loan amount	Repayment in instalments	Repayment		Rate of interest
			Starting from	Ending on	
HDFC Bank Limited - Term	86.02	60 (Monthly)	August 2023	July 2028	8.73%
Exim Bank - Term Loan	70.54	20 (Quarterly)	October 2023	July 2028	8.95%
	74.68	8 (Quarterly)	April 2025	January 2027	8.95%
Yes Bank Limited - Term Loan	110.24	72 (Monthly)	March 2025	February 2031	8.49%

Details of outstanding borrowings as at 31 March 2024

Loans	Outstanding loan amount	Repayment in instalments	Repayment		Rate of interest
			Starting from	Ending on	
HDFC Bank Limited - Term Loan	34.23	60 (Monthly)	August 2019	January 2025	9.59%
		59 (Monthly)	September 2019	January 2025	
		56 (Monthly)	November 2019	January 2025	
		60 (Monthly)	December 2020	November 2025	
	92.77	60 (Monthly)	August 2023	July 2028	9.07%
HDFC Bank Limited - Car	0.84	60 (Monthly)	March 2020	February 2025	8.60%
HDFC Bank Limited- ECLGS	3.62	36 (Monthly)	October 2021	September 2024	9.25%
IndusInd Bank - Term Loan	70.48	19 (Quarterly)	June 2023	December 2027	9.77%
Exim Bank - Term Loan	91.46	20 (Quarterly)	October 2023	July 2028	8.95%
	73.23	16 (Quarterly)	April 2025	January 2029	8.95%
Yes Bank Limited - Term Loan	43.99	72 (Monthly)	March 2025	February 2031	8.97%
Bajaj Finance Limited - Term Loan	54.20	60 (Monthly)	August 2021	August 2026	9.50%
	98.14	54 (Monthly)	March 2024	August 2028	9.40%

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Details of outstanding borrowings as at 31 March 2023

Loans	Outstanding loan amount	Repayment in instalments	Repayment		Rate of interest
			Starting from	Ending on	
HDFC Bank Limited - Term Loan	63.86	60 (Monthly)	August 2019	January 2025	9.43%
		59 (Monthly)	September 2019	January 2025	
		56 (Monthly)	November 2019	January 2025	
		60 (Monthly)	December 2020	November 2025	
HDFC Bank Limited - Car	1.69	60 (Monthly)	March 2020	February 2025	8.60%
HDFC Bank Limited - ECLGS	10.86	36 (Monthly)	October 2021	September 2024	9.25%
ICICI Bank Limited - Term Loan	32.03	14 (Quarterly)	January 2022	April 2025	8.40%
	93.56	17 (Quarterly)	February 2023	May 2027	11.25%
IndusInd Bank - Term Loan	88.97	19 (Quarterly)	June 2023	December 2027	9.45%
Exim Bank - Term Loan	100.64	20 (Quarterly)	October 2023	July 2028	8.50%
Bajaj Finance Limited-ECLGS Loan	24.14	36 (Monthly)	November 2021	October 2024	9.90%
Bajaj Finance Limited - Term	72.36	60 (Monthly)	August 2021	July 2026	9.40%

Note 2
The details of security as follows:
1 First Pari Pasu charge by way of hypothecation in favour of HDFC Bank Limited, Bajaj Finance Limited , Export Import Bank of India, IndusInd Bank Limited, CITI Bank and Yes Bank Limited on all movables assets at all location's of the Company.
2 First Pari Pasu charge by way of mortgage in favour of HDFC Bank Limited, Bajaj Finance Limited, Export Import Bank of India and Yes Bank Limited, of all immovable security along with land and building thereon both present and future.
3 Second pari passu charge on current assets of the Company.
4 Extension of second ranking charge in favour of Bajaj Finance Limited and HDFC Bank Limited over existing primary and collateral securities including mortgages created in favour of the Banks.

Note 3
Collaterals against borrowings

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Property, plant and equipment	1,635.38	1,148.18	825.98	614.37
Inventories	1,470.10	1,352.56	1,176.49	901.93
Investments	40.16	193.88	-	-
Trade receivables	1,430.40	439.43	270.29	152.46
Cash and cash equivalents	91.30	25.36	35.11	32.15
Bank balances other than cash and cash equivalents	27.72	57.17	38.37	52.88
Other financial assets	230.74	66.12	47.18	58.72
Other assets	121.16	70.98	77.01	57.66

(Amounts in INR Million, unless otherwise stated)

18 Lease liabilities

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Lease liabilities	241.18	147.35	194.36	241.49
	241.18	**147.35**	**194.36**	**241.49**
Current	68.26	65.52	54.42	47.14
Non-current	172.92	81.83	139.94	194.35

For details on leases, refer note 41.

19 Non-current provisions

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Provision for employee benefits (refer note 40)				
Provision for gratuity	20.44	21.61	34.89	26.34
Other provisions				
Provision for warranties (refer note below)	15.00	7.20	4.60	4.63
Provision for asset restoration obligation (refer note below)	8.85	7.25	6.75	6.29
	44.29	**36.06**	**46.24**	**37.26**

Notes :

Provision for warranties

In pursuance of Ind AS - 37: Provisions, contingent liabilities and contingent assets, the provisions required have been incorporated in the books of accounts in the following manner. The Company has made warranty provision on account of sale of products with warranty clause. These provisions are based on management's best estimates and past trends. Actuals expenses for warranty are charged directly against the provisions. Unutilised provision is reversed on expiry of the warranty period.

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
At the beginning of the period/year	14.40	9.20	10.24	9.80
Add: Provisions made during the period/year	29.05	11.74	3.12	10.24
Less: Amounts used / reversed during the period/year	(13.45)	(6.54)	(4.16)	(9.80)
At the end of the period/year	**30.00**	**14.40**	**9.20**	**10.24**
Current	**15.00**	**7.20**	**4.60**	**5.61**
Non-current	**15.00**	**7.20**	**4.60**	**4.63**

Provision for asset restoration obligation

Provison for asset restoration obligation is towards legal obligation to dismantle and restore the land and building taken on lease. The provision is made based on the management best estimate of the restoration cost at the end of lease period.

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
At the beginning of the period/year	7.25	6.75	6.29	5.86
Add: Provisions made during the period/year	1.15	-	-	-
Add: Unwinding of discount on asset restoration obligation	0.45	0.50	0.46	0.43
Less: Amounts used / reversed during the period/year	-	-	-	-
At the end of the period/year	**8.85**	**7.25**	**6.75**	**6.29**

(Amounts in INR Million, unless otherwise stated)

20 Other non-current liabilities

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Deferred income - government grant	49.10	19.35	20.87	6.70
	49.10	**19.35**	**20.87**	**6.70**

21 Current borrowings

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Loans repayable on demand (secured)				
Short Term Revolving Loan Facility from Bajaj Finance Limite(	-	-	50.26	130.07
Export Packing Credit Facility from HDFC Bank Limited	-	-	40.07	44.78
Cash Credit Facility from ICICI Bank Limited	5.72	2.07	3.69	53.02
Export Packing Credit Facility from ICICI Bank Limited	-	-	50.00	-
Cash Credit Facility from IndusInd Bank Limited	50.52	51.25	149.51	86.09
Cash Credit Facility from CITI Bank Limited	49.02	1.32	-	-
Working Capital Demand Loan from Yes Bank Limited	-	50.03	100.69	-
Working Capital Demand Loan from CITI Bank Limited	-	50.03	-	-
Current maturities of long term debt (refer note 17)	121.82	84.60	139.43	138.34
Liability component of compulsory convertible preference shares	-	-	549.00	294.00
	227.08	**239.30**	**1,082.65**	**746.30**

1 Short Term Revolving Loan Facility ("STRL") from Bajaj Finance carry interest of Nil (31 March 2025 : Nil , 31 March 2024 : 9.00% p.a. , 31 March 2023 : 9.25 % p.a.) computed on a monthly basis on the actual amount utilised and are renewable after every three months. STRL facility is primarily secured by hypothecation of all current assets, both present

2 Export Packing Credit Facility from HDFC Bank carried interest of Nil (31 March 2025 : Nil , 31 March 2024 : 6.75% p.a. , 31 March 2023 : 5.50% p.a. to 6.86% p.a.) computed on a monthly basis and were repayable on due date. These were primarily secured by hypothecation of all current assets, both present and future.

3 Cash credit facility from ICICI Bank, carried interest of 9.45% p.a. (31 March 2025 : 9.35% p.a. , 31 March 2024 : 9.35% p.a. , 31 March 2023 : 11% p.a.) computed on a monthly basis on the actual amount utilised and were repayable on demand. Working capital demand loan facility with ICICI Bank carried interest of Nil (31 March 2025 : Nil , 31 March 2024 : Nil , 31 March 2023 : 9.40% p.a.), computed on a monthly basis. These were primarily secured by hypothecation of all current assets, both present and future.

3 Export Packing Credit from ICICI Bank, carried interest of Nil (31 March 2025 : Nil , 31 March 2024 : 6% p.a. to 6.40% p.a. , 31 March 2023 : 5.50% p.a. to 6.86% p.a.) computed on a monthly basis on the actual amount utilised and were repayable on demand. These were primarily secured by hypothecation of all current assets, both present and future.

4 Cash credit facility from IndusInd Bank, carried interest of 7.38% p.a. (31 March 2025 : 8.60% p.a. , 31 March 2024 : 8.60% p.a. , 31 March 2023 : 9.00% p.a.) computed on a monthly basis on the actual amount utilised and were repayable on demand. These were primarily secured by hypothecation of all current assets, both present and future.

5 Working Capital Demand Loan from Yes Bank, carried interest of Nil (31 March 2025 : 8.20% p.a. , 31 March 2024 : 8.10% p.a. , 31 March 2023 : Nil) computed on a monthly basis on the actual amount utilised and were repayable on demand. These were primarily secured by hypothecation of all current assets, both present and future Second Charge on Movable fixed assets & immovable fixed assets along with land and building thereon both present and future.

(Amounts in INR Million, unless otherwise stated)

6 Cash credit facility from Yes Bank, carried interest of Nil (31 March 2025 : 9.62% p.a. , 31 March 2024 : Nil , 31 March 2023 : Nil) computed on a monthly basis on the actual amount utilised and were repayable on demand. These were primarily secured by hypothecation of all current assets, both present and future. Second Charge on Movable fixed assets & immovable fixed assets along with land and building thereon both present and future.

7 Cash credit facility from CITI Bank, carried interest of 8.20% p.a. (31 March 2025 : 8.85% p.a. , 31 March 2024 : Nil , 31 March 2023 : Nil) computed on a monthly basis on the actual amount utilised and were repayable on demand. These were primarily secured by hypothecation of all current assets, both present and future & second charge on movable fixed assets.

8 Working Capital Demand Loan from CITI Bank, carried interest of Nil (31 March 2025 : 8.25% p.a. , 31 March 2024 : Nil ; 31 March 2023 : Nil) computed on a monthly basis on the actual amount utilised and were repayable on demand. These were primarily secured by hypothecation of all current assets, both present and future & second charge on movable fixed assets.

22 Trade payables

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
(A) Total outstanding dues of micro enterprises and small	83.47	29.22	28.80	20.68
(B) Total outstanding dues of creditors other than micro enterprise and small enterprise	1,343.28	828.60	738.53	644.20
	1,426.75	**857.82**	**767.33**	**664.88**

Trade payables ageing schedule

As at 31 December 2025

Particulars	**Not due**	**Outstanding for following periods from due date of**				**Total**
		Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	
(i) Total outstanding dues of micro enterprises and small enterprises	83.47	-	-	-	-	**83.47**
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	922.04	106.32	0.09	0.87	4.64	**1,033.96**
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	**-**
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	**-**
Total	**1,005.51**	**106.32**	**0.09**	**0.87**	**4.64**	**1,117.43**
Add : Accrued expenses						309.32
Total						**1,426.75**

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As at 31 March 2025

Particulars	Not due	Outstanding for following periods from due date of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	29.22	-	-	-	-	**29.22**
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	515.40	8.08	-	5.44	-	**528.92**
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	**-**
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	**-**
Total	**544.62**	**8.08**	**-**	**5.44**	**-**	**558.14**
Add : Accrued expenses						299.68
Total						**857.82**

As at 31 March 2024

Particulars	Not due	Outstanding for following periods from due date of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	28.80	-	-	-	-	**28.80**
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	408.05	49.03	5.25	3.87	-	**466.20**
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	**-**
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	**-**
Total	**436.85**	**49.03**	**5.25**	**3.87**	**-**	**495.00**
Add : Accrued expenses						272.33
Total						**767.33**

(Amounts in INR Million, unless otherwise stated)

As at 31 March 2023

Particulars	Not due	Outstanding for following periods from due date of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	20.61	0.07	-	-	-	**20.68**
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	416.97	59.36	15.34	0.01	-	**491.68**
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	**437.58**	**59.43**	**15.34**	**0.01**	**-**	**512.36**
Add : Accrued expenses						152.52
Total						**664.88**

Disclosures under Section 22 of Micro, Small and Medium Enterprises Development Act, 2006

The list of undertakings covered under MSMED was determined by the Company on the basis of information available with the Company and has been relied upon by auditors

	Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
a)	Principal amount remaining unpaid to any supplier as at the end of the accounting period/year	83.47	29.22	28.80	20.68
b)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting period/year	0.00	0.08	1.11	0.36
c)	The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day				
	i) Principal	1.55	10.82	50.76	97.95
	ii) Interest amount	-	-	-	-
d)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period/year) but without adding the interest specified under the MSMED Act	0.00	0.08	1.11	0.36
e)	The amount of interest accrued and remaining unpaid at the end of the accounting period/year	0.00	0.08	1.11	0.36
f)	The amount of further interest due and payable even in the succeeding period/year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	3.62	3.62	4.57	3.46

Note : The above information has been compiled by the Company on the basis of information made available by vendors during the respective financial period/years.

(Amounts in INR Million, unless otherwise stated)

Trade payables are non-interest bearing and are normally settled on ranging from 30 to 120 day terms, including those trade payables that are included in the Company's supplier finance arrangement.

23 Other current financial liabilities

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Derivatives *	0.60	0.17	0.08	0.48
Payable to capital creditors	16.19	13.93	6.48	18.37
Accrued salaries and benefits	132.68	154.78	79.30	58.14
Refund liabilities	97.36	57.38	68.53	-
Others	-	-	-	0.33
	246.83	**226.26**	**154.39**	**77.32**

* Financial liability carried at fair value through statement of profit and loss.

24 Other current liabilities

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Deferred income - government grant	12.43	5.06	5.54	1.91
Statutory dues payable	9.98	39.25	70.41	21.73
Advance from customers *	6.32	0.02	0.20	0.00
	28.73	**44.33**	**76.15**	**23.64**

*Amounts disclosed as 0.00 are below the disclosure thresholds of the Company.

25 Current provisions

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits (refer note 40)				
Provision for gratuity	69.82	36.55	5.76	3.75
Provision for compensated absences	10.77	6.68	5.31	5.78
Other provisions				
Provision for warranties *	15.00	7.20	4.60	5.61
	95.59	**50.43**	**15.67**	**15.14**

* Refer note 19.

(Amounts in INR Million, unless otherwise stated)

26 Revenue from operations

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from contracts with customers				
Sale of products	7,645.17	6,430.59	5,230.25	4,145.90
Sale of services	36.17	136.00	63.91	75.69
	7,681.34	**6,566.59**	**5,294.16**	**4,221.59**
Other operating revenue				
Scrap Sales	8.60	6.55	5.02	3.44
Export Incentives and Miscellaneous Income	16.71	10.49	7.35	5.25
	25.31	**17.04**	**12.37**	**8.69**
	7,706.65	**6,583.63**	**5,306.53**	**4,230.28**

Disaggregated revenue information

26.1 Timing of revenue recognition

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Goods/services transferred at a point in time	7,706.65	6,583.63	5,306.45	4,229.95
Services transferred over time	-	-	0.08	0.33
	7,706.65	**6,583.63**	**5,306.53**	**4,230.28**

26.2 Revenues by Geography

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Within India	6,997.41	6,129.27	5,003.42	3,990.88
Outside India	709.24	454.36	303.11	239.40
	7,706.65	**6,583.63**	**5,306.53**	**4,230.28**

Refer note 45 for segment-wise revenue from operations.

26.3 Contract balances

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Trade receivables	1,439.86	441.17	272.91	157.15
Less: Provision for expected credit losses (refer note 36)	9.46	1.74	2.62	4.69
	1,430.40	439.43	270.29	152.46
Contract liabilities	6.32	0.02	0.20	-

The amount of INR 0.02 million included in contract liabilities as at 31 March 2025 has been recognised as revenue during the nine month ended 31 December 2025 (31 March 2025 : INR 0.20 million, 31 March 2024 : Nil, 31 March 2023 : Nil).

Trade receivable and Contract liabilities (advance from customers) as on 1 April 2022 were INR155.46 millions and Nil respectively.

(Amounts in INR Million, unless otherwise stated)

Refund liabilities

	As at 31 December 2025	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Arising from volume rebates and discount (refer note 23)	97.36	57.38	68.53	-

26.4 Reconciliation of revenue as recognised in the Statement of profit and loss with the contracted price:

Particulars	**For the nine months ended 31 December 2025**	**For the year ended 31 March 2025**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**
Revenue as per contracted price (net of goods and services tax)	7,795.11	6,622.58	5,360.56	4,247.30
Adjustment for variable consideration:				
Rebates and discounts	88.46	38.95	54.03	17.02
Revenue recognised as per Statement of profit and loss	**7,706.65**	**6,583.63**	**5,306.53**	**4,230.28**
Performance obligations				
Aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the period/year*	6.32	0.02	0.20	0.00

*Amounts disclosed as 0.00 are below the disclosure thresholds of the Company.

Revenue from contracts with customers include revenue from finished goods, tooling and job work services.

Finished goods

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. The normal credit term is 45 to 60 days upon delivery.

The Company provides normal warranty provisions on some of its products sold, in line with the industry practice. The Company considers that the contractual promise made to the Customer in the form of warranties for the parts supplied does not meet the definition of separate performance obligation as it does not give rise to additional service.

Development of toolings for customers is considered as a separate performance obligation. The performance obligation is satisfied on billing after approval of the product(s) by the customer. The revenue is recognised at point in time and at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Services

Product development/Engineering services are considered as relating to sale of products rather than a separate performance obligation. As a result, revenue from product development/engineering services is recognised over the period of production from the start of production date and is included in the revenue from sale of services.Payments received from customers in respect of product development/engineering services are presented as contract liabilities.

Job work revenue is recognised when the work is completed and billed to customer.

(Amounts in INR Million, unless otherwise stated)

27 Other income

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest income under the effective interest method on				
Bank deposits	3.71	6.47	2.92	4.26
Security deposits	2.71	2.41	2.01	1.81
Others	0.30			
Gain on sale of mutual funds	16.40	3.24	-	-
Gain on sale of property, plant and equipment	0.03			
Net foreign exchange gain		7.72	26.83	-
Government grants	23.71	19.12	20.79	58.61
Net unrealised gain on investments carried at fair value thorough profit or loss	-	0.64	-	-
Fair value gain on derivatives		-	0.40	-
Balances written back	-	1.79	-	-
Others	-	0.88	-	4.21
	46.86	**42.27**	**52.95**	**68.89**
Less : Capitalised during the period/year	(0.45)	(0.54)	(0.52)	(0.51)
	46.41	**41.73**	**52.43**	**68.38**

28 Cost of materials consumed

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Inventory at the beginning of the period/year	1,137.90	1,001.40	764.42	779.50
Purchases	4,859.65	4,282.59	3,904.72	3,024.52
Inventory at the end of the period/year	1,073.04	1,137.90	1,001.40	764.42
	4,924.51	**4,146.09**	**3,667.74**	**3,039.60**

29 Changes in inventories of finished goods and work-in progress

Particulars	31 Dec 2025		
	Opening Inventory	Closing Inventory	(Increase)/ Decrease in Inventory
Finished Goods	77.93	164.39	(86.46)
Work-in-progress	136.73	232.67	(95.94)
Changes in inventories of finished goods and work-in-progress	**214.66**	**397.06**	**(182.40)**

(Amounts in INR Million, unless otherwise stated)

Particulars	31 March 2025		
	Opening Inventory	**Closing Inventory**	**(Increase)/ Decrease in Inventory**
Finished Goods	91.65	77.93	13.72
Work-in-progress	83.45	136.73	(53.28)
Changes in inventories of finished goods and work-in-progress	**175.10**	**214.66**	**(39.56)**

Particulars	31 March 2024		
	Opening Inventory	**Closing Inventory**	**(Increase)/ Decrease in Inventory**
Finished Goods	53.88	91.65	(37.77)
Work-in-progress	83.63	83.45	0.18
Changes in inventories of finished goods and work-in-progress	**137.51**	**175.10**	**(37.59)**

Particulars	31 March 2023		
	Opening Inventory	**Closing Inventory**	**(Increase)/ Decrease in Inventory**
Finished Goods	83.00	53.88	29.12
Work-in-progress	48.20	83.63	(35.43)
Changes in inventories of finished goods and work-in-progress	**131.20**	**137.51**	**(6.31)**

30 Employee benefits expenses

Particulars	**For the nine months ended 31 December 2025**	**For the year ended 31 March 2025**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**
Salaries, wages and bonus	696.80	703.69	505.94	400.06
Gratuity expense	23.95	12.79	10.76	7.76
Contribution to provident funds	15.02	16.28	13.29	9.92
Expenses related to compensated absence	4.57	2.91	0.68	1.66
Equity-settled share-based payments (refer note 44)	9.09	10.36	16.16	25.68
Staff welfare expenses	65.38	61.31	54.92	34.98
	814.81	**807.34**	**601.75**	**480.06**
Less : Capitalised during the period/year	(152.91)	(193.05)	(174.10)	(155.17)
	661.90	**614.29**	**427.65**	**324.89**

(Amounts in INR Million, unless otherwise stated)

31 Finance cost

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest expense on borrowings	59.92	107.79	114.41	91.96
Interest expense on compulsory convertible preference shares	-	-	255.00	51.00
Interest expense on lease liabilities	14.73	14.72	18.80	22.63
Unwinding of discount on asset restoration obligation	0.45	0.50	0.46	0.43
	75.10	**123.01**	**388.67**	**166.02**
Less : Capitalised during the period/year	(2.91)	(2.71)	(4.19)	(5.58)
	72.19	**120.30**	**384.48**	**160.44**

32 Depreciation and amortisation expense

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation of property, plant and equipment (refer note 3A)	264.19	241.39	183.73	146.98
Depreciation of right of use assets (refer note 5)	64.93	61.19	59.58	56.76
Amortisation of intangible asset (refer note 4A)	168.97	204.89	172.32	153.38
	498.09	**507.47**	**415.63**	**357.12**
Less : Capitalised during the period/year	(42.27)	(54.08)	(57.00)	(55.23)
	455.82	**453.39**	**358.63**	**301.89**

(Amounts in INR Million, unless otherwise stated)

33 Other expenses

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Consumption of stores and spares	67.67	60.36	46.72	46.79
Labour charges - Direct	244.59	205.31	170.90	136.29
Labour charges - non-production	67.79	64.33	49.90	41.35
Power and fuel	62.21	57.63	45.80	37.22
Warranty expenses	24.13	13.37	3.28	3.92
Repair and maintenance				
Building	25.51	21.91	16.40	12.81
Machinery	45.68	17.28	18.86	16.62
Others	8.88	14.38	9.98	6.88
Expenses related to short term leases	1.21	1.48	1.13	1.10
Expenses related to low value leases	3.80	4.40	4.97	3.89
Payment to auditors	7.50	3.70	2.14	1.90
Legal and professional charges	47.25	51.49	49.03	62.45
Provision for doubtful trade receivables	7.72	-	1.29	-
Security expenses	15.19	14.28	11.83	9.75
Telephone expenses	3.89	4.81	5.31	5.18
Travelling expenses	39.41	38.05	24.15	24.52
Printing and Stationery	2.48	2.16	1.89	1.78
Advertisement and business promotion	3.49	2.54	0.63	0.73
Loss on sale of property, plant and equipment	-	1.25	3.28	0.15
Net unrealised loss on investments carried at fair value thorough profit or loss	0.12	-	-	-
Remuneration to directors	11.86	-	-	-
Rates and taxes	0.81	8.98	0.38	0.04
Loss on Impairment of Intangible Assets	0.00	50.42	10.75	0.18
Loss on account of foreign exchange fluctuations (net)	13.35	-	-	21.69
Fair value loss on derivatives	0.44	0.08	-	0.63
CSR Expenses (refer Note 47)	5.60	3.60	1.80	0.30
Miscellaneous expenses	117.17	93.13	73.17	49.38
	827.75	**734.94**	**553.59**	**485.56**
Less : Capitalised during the period/year	(89.41)	(81.08)	(83.67)	(87.48)
	738.34	**653.86**	**469.92**	**398.08**

Note : Payment to Auditors

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
As auditor				
Statutory audit fees	2.62	3.50	1.80	1.65
Tax audit fees	0.38	0.20	0.20	0.20
Others	4.50	-	-	-
Out of pocket expense reimbursed	0.00	-	0.14	0.05
	7.50	**3.70**	**2.14**	**1.90**

(Amounts in INR Million, unless otherwise stated)

34 Tax expense

The major components of income tax expense for the nine months ended 31 December 2025 and years ended 31 March 2025, 31 March 2024 and 31 March 2023 are:

Statement of profit and loss:

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax:				
Current tax charge	174.30	129.00	62.50	25.00
Deferred tax:				
On account of origination and reversal of temporary differences	193.42	77.54	(33.15)	(30.66)
Income tax expense reported in the statement of profit and loss	**367.72**	**206.54**	**29.35**	**(5.66)**
OCI section				
Deferred tax related to items recognised in OCI during in the period/year:				
Net loss/(gain) on remeasurements of defined benefit plans	4.02	2.03	1.26	0.74
Deferred tax charged to OCI	**4.02**	**2.03**	**1.26**	**0.74**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 December 2025, 31 March 2025, 31 March 2024 and 31 March 2023:

	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Accounting profit before	1,082.70	676.99	88.13	80.07
At statutory income tax rate of 34.94% (31 March 2025: 29.12%,31 March 2024: 29.12%, 31 March 2023: 27.82%)	378.30	197.13	25.66	22.28
Tax effect on permanent non-deductible expenses				
- Liability component of compulsory convertible preference shares	-	-	74.26	14.19
- CSR Expenditure	1.89	-	-	-
- Interest on TDS & late payment fees	0.11	-	-	-
- Franking & Stamp Duty	0.19	-	-	-
Impact on account of change in future tax rates	(20.59)	(78.85)	(43.26)	(14.93)
Deferred tax recognised on previous year losses and unabsorbed depreciation	-	171.62	20.22	(17.49)
Deferred tax recognised on temporary differences	-	23.81	17.37	15.52
MAT credit	-	(119.92)	(64.90)	(25.23)
Others (net)	7.82	12.75	-	-
	367.72	206.54	29.35	(5.66)
At the effective income tax rate of 33.96% (31 March 2025: 30.51%, 31 March 2024: 33.30%, 31 March 2023: -7.07%)				
Income tax expense reported in the statement of profit and loss	367.72	206.54	29.35	(5.66)

(Amounts in INR Million, unless otherwise stated)

Deferred tax

Movement in deferred tax

31 December 2025	**Net balance at 1 April**	**Recognised in statement of profit or loss**	**Recognised in OCI**	**Balance as at 31 December 2025**		
				Net	**Deferred tax assets**	**Deferred tax liabilities**
Accelerated depreciation for tax purposes	(259.87)	(77.63)	-	(337.50)	-	(337.50)
Borrowings	(0.51)	(0.34)	-	(0.85)	-	(0.85)
Deferred grant	7.11	14.39	-	21.50	21.50	-
Employee benefit provisions	57.55	13.58	4.02	75.15	75.15	-
Provision for doubtful debts and other receivables	0.51	2.80	-	3.31	3.31	-
Investments	-	(0.18)	-	(0.18)	-	(0.18)
Derivatives	0.05	0.16	-	0.21	0.21	-
Provision for warranty	4.19	(4.19)	-	-	-	-
Provision for asset restoration obligations	2.11	0.98	-	3.09	3.09	-
Right of use assets	(37.44)	(40.74)	-	(78.18)	-	(78.18)
Lease liabilities	42.91	41.37	-	84.28	84.28	-
Security deposits paid	4.57	1.27	-	5.84	5.84	-
Losses available for offsetting against future taxable income	75.92	(75.92)	-	-	-	-
MAT credit	238.38	(68.97)	-	169.41	169.41	-
Deferred tax income / (expenses)		**(193.42)**	**4.02**			
Net deferred tax assets / (liabilities)	**135.48**			**(53.92)**	**362.79**	**(416.71)**

(Amounts in INR Million, unless otherwise stated)

31 March 2025	**Net balance at 1 April**	**Recognised in statement of profit or loss**	**Recognised in OCI**	**Balance as at 31 March 2025**		
				Net	**Deferred tax assets**	**Deferred tax liabilities**
Accelerated depreciation for tax purposes	(201.63)	(58.24)	-	(259.87)	-	(259.87)
Borrowings	(0.95)	0.44	-	(0.51)	-	(0.51)
Deferred grant	7.69	(0.58)	-	7.11	7.11	-
Employee benefit provisions	28.05	27.47	2.03	57.55	57.55	-
Provision for doubtful debts and other receivables	0.76	(0.25)	-	0.51	0.51	-
Derivatives	0.02	0.03	-	0.05	0.05	-
Provision for warranty	2.68	1.51	-	4.19	4.19	-
Provision for asset restoration obligations	1.97	0.14	-	2.11	2.11	-
Right of use assets	(52.66)	15.22	-	(37.44)	-	(37.44)
Lease liabilities	56.60	(13.69)	-	42.91	42.91	-
Security deposits paid	2.46	2.11	-	4.57	4.57	-
Losses available for offsetting against future taxable income	247.54	(171.62)	-	75.92	75.92	-
MAT credit	118.46	119.92	-	238.38	238.38	-
Deferred tax income		**(77.54)**	**2.03**			
Net deferred tax assets	**210.99**			**135.48**	**433.30**	**(297.82)**

31 March 2024	**Net balance at 1 April**	**Recognised in statement of profit or loss**	**Recognised in OCI**	**Balance as at 31 March 2024**		
				Net	**Deferred tax assets**	**Deferred tax liabilities**
Accelerated depreciation for tax purposes	(177.77)	(23.86)	-	(201.63)	-	(201.63)
Borrowings	(0.49)	(0.46)	-	(0.95)	-	(0.95)
Deferred grant	2.39	5.30	-	7.69	7.69	-
Employee benefit provisions	21.89	4.90	1.26	28.05	28.05	-
Provision for doubtful debts and other receivables	1.30	(0.54)	-	0.76	0.76	-
Derivatives	0.13	(0.11)	-	0.02	0.02	-
Provision for warranty	2.85	(0.17)	-	2.68	2.68	-
Provision for asset restoration obligations	1.75	0.22	-	1.97	1.97	-
Right of use assets	(66.57)	13.91	-	(52.66)	-	(52.66)
Lease liabilities	67.18	(10.58)	-	56.60	56.60	-
Security deposits paid	2.60	(0.14)	-	2.46	2.46	-
Losses available for offsetting against future taxable income	267.76	(20.22)	-	247.54	247.54	-
MAT credit	53.56	64.90	-	118.46	118.46	-
Deferred tax income		**33.15**	**1.26**			
Net deferred tax assets	**176.58**			**210.99**	**466.23**	**(255.24)**

(Amounts in INR Million, unless otherwise stated)

31 March 2023	**Net balance at 1 April**	**Recognised in statement of profit or loss**	**Recognised in OCI**	**Balance as at 31 March 2023**		
				Net	**Deferred tax assets**	**Deferred tax liabilities**
Accelerated depreciation for tax purposes	(156.17)	(21.60)	-	(177.77)	-	(177.77)
Borrowings	(0.45)	(0.04)	-	(0.49)	-	(0.49)
Deferred grant	3.07	(0.68)	-	2.39	2.39	-
Employee benefit provisions	15.87	5.28	0.74	21.89	21.89	-
Provision for doubtful debts and other receivables	0.73	0.57	-	1.30	1.30	-
Derivatives	(0.04)	0.17	-	0.13	0.13	-
Provision for warranty	2.73	0.12	-	2.85	2.85	-
Provision for asset restoration obligations	1.63	0.12	-	1.75	1.75	-
Right of use assets	(79.34)	15.79	-	(63.55)	-	(63.55)
Lease liabilities	78.47	(11.29)	-	67.18	67.18	-
Security deposits paid	3.10	(0.50)	-	2.60	2.60	-
Losses available for offsetting against future taxable income	250.27	17.49	-	267.76	267.76	-
MAT credit	28.33	25.23	-	53.56	53.56	-
Deferred tax income		**30.66**	**0.74**			
Net deferred tax assets	**148.20**			**179.60**	**421.41**	**(241.81)**

Reconciliation of deferred tax assets/(liabilities) (net):	**31 December 2025**	**31 March 2025**	**31 March 2024**	**31 March 2023**
Opening balance as of 1 April	**135.48**	**210.99**	**179.60**	**148.20**
Ind AS adjustments	-	-	(3.02)	-
Tax (expense)/income during the period recognised in profit or loss	(193.42)	(77.54)	33.15	30.66
Tax income during the period recognised in OCI	4.02	2.03	1.26	0.74
Closing balance as at 31 March	**(53.92)**	**135.48**	**210.99**	**179.60**

As at 31 March 2025, 31 March 2024 and 31 March 2023, the Company has recognised deferred tax asset to the extent that there is reasonable certainty based on the future profitability and projections of the Company. The management believes that there is sufficient assurance that future taxable income will be available against which the deferred tax assets can be realised.

(Amounts in INR Million, unless otherwise stated)

35 Fair Value Measurement

Financial instruments by category	**Carrying value**			
	As at 31 December 2025	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Financial assets measured at fair value through profit or loss (FVTPL):				
Investment in mutual funds	40.16	193.88	-	-
Financial assets measured at amortized cost:				
Trade receivables	1,430.40	439.43	270.29	152.46
Cash and cash equivalents	91.30	25.36	35.11	32.15
Bank balances other than above	27.72	57.17	38.37	52.88
Other financial assets	230.74	66.12	47.18	58.72
Total financial assets	**1,820.32**	**781.96**	**390.95**	**296.21**
Financial liabilities measured at fair value through profit or loss (FVTPL):				
Derivatives	0.60	0.17	0.08	0.48
Liability component of compulsory convertible preference shares	-	-	549.00	294.00
Financial liabilities measured at amortized cost:				
Borrowings	468.92	496.18	957.18	802.07
Lease liabilities	241.18	147.35	194.36	241.49
Trade payables	1,426.75	857.82	767.33	664.88
Other financial liabilities	246.23	226.09	154.31	76.84
Total financial liabilities	**2,383.68**	**1,727.61**	**2,622.26**	**2,079.76**

(i) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair value of financial instruments that are (a) recognised and measured at fair value (b) measured at amortised cost and for which fair values are disclosed in the financial statements. The following methods and assumptions were used to estimate the fair values:

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). The fair value of derivative financial instruments are determined using valuation techniques based on information derived from observable market data, i.e., mark to market values determined by the authorized dealers banks and quoted forward exchange rates at the balance sheet date. This level of hierarchy includes the Company’s derivative contracts.

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

(Amounts in INR Million, unless otherwise stated)

	Level 1	Level 2	Level 3
As at 31 December 2025			
Financial liabilities			
Derivatives (at FVTPL)	-	0.60	-
Financial			
Investments in mutual funds	40.16	-	-
As at 31 March 2025			
Financial liabilities			
Derivatives (at FVTPL)	-	0.17	-
Financial assets			
Investments in mutual funds	193.88	-	-
As at 31 March 2024			
Financial liabilities			
Derivatives (at FVTPL)	-	0.08	-
Liability component of compulsory convertible preference shares	-	-	549.00
As at 31 March 2023			
Financial liabilities			
Derivatives (at FVTPL)	-	0.48	-
Liability component of compulsory convertible preference shares	-	-	294.00

Significant techniques and unobservable inputs used for Level 2 and Level 3 fair value measurement

As at 31 December 2025, 31 March 2025, 31 March 2024 and 31 March 2023

Particulars	Valuation techniques	Significant unobservable inputs	Inter relationship between significant unobservable inputs and fair value measurement
Derivatives	The fair value is determined using quoted forward	Not applicable	Not applicable
Liability component of compulsory convertible preference shares	The fair value is determined using income approach (discounted cash flows method)	Key inputs - The discounted cash flows method used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees. The key inputs includes, long term revenue growth rates, balance sheets, statement of profit or loss along with underlying assumptions. Significant unobservable inputs - Interest rates to discount future cashflows, financial projections.	The estimated fair value would increase/(decrease) if: - the expected cash flows were higher/(lower); or - the risk-adjusted discount rate were lower/(higher).

(Amounts in INR Million, unless otherwise stated)

There are no transfers between Level 1, Level 2 and Level 3.

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

	Liability component of compulsory convertible preference shares
Balance as at 01 April 2022	243.00
Loss included in 'finance cost'	
- Net change in fair value (unrealised)	51.00
Balance as at 31 March 2023	294.00
Loss included in 'finance cost'	
- Net change in fair value (unrealised)	255.00
Balance as at 31 March 2024	549.00

Sensitivity analysis

For the fair values of compulsory convertible preference shares, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects.

	Profit or loss	
	Increase	Decrease
31 March 2024		
Expected cash flows (10% movement)	(54.90)	54.90
Risk-adjusted discount rate (1% movement (100bps))	5.49	(5.49)
31 March 2023		
Expected cash flows (10% movement)	(29.40)	29.40
Risk-adjusted discount rate (1% movement (100bps))	2.94	(2.94)

Fair value of the Company's financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The fair value of other non current financial assets represents finance lease receivables, bank deposits (due for remaining maturity after twelve months from the reporting date), and security deposits receivables has been determined based on discounted cash flow technique (present value of expected payments, discounted using a risk-adjusted discount rate).

Notes:

The carrying amounts of trade receivables, cash and cash equivalents, other financial assets, borrowings, trade payables and other financial liabilities are considered to be the same as fair values, due to their short term nature.

(Amounts in INR Million, unless otherwise stated)

36 Financial risk management

The Company’s principal financial liabilities comprises borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company’s operations. The Company’s principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's board of directors have overall responsibility for the establishment and oversight of the Company’s risk management framework.

The Board of Directors oversee the risk management activities for managing each of these risks, which are summarised below:

(a) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to activities (primarily trade receivables) and from its investing activities , including cash and cash equivalents and deposits with banks and financial institutions.

Trade receivable

Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding receivables are regularly monitored for any expected default in repayment. An impairment analysis is performed at each reporting date based on ECL matrix. The Company does not hold collateral as security. The maximum exposure to credit risk from trade receivables at the reporting date and an ageing analysis has been given below:

Expected credit loss for trade receivable under simplified approach

As at 31 December 2025

Ageing	Not due	0-90 days	91-180 days	181-270 days	271-365 days	More than 365 days	Total
Gross carrying amount	1,126.32	289.59	16.79	3.88	1.31	1.97	1,439.86
Expected loss rate	0.24%	0.75%	8.10%	19.59%	34.35%	100.00%	0.66%
Expected credit losses (less allowance provision)	2.75	2.17	1.36	0.76	0.45	1.97	9.46
Carrying amount of trade receivables (net of impairment)	**1,123.57**	**287.42**	**15.43**	**3.12**	**0.86**	**-**	**1,430.40**

As at 31 March 2025

Ageing	Not due	0-90 days	91-180 days	181-270 days	271-365 days	More than 365 days	Total
Gross carrying amount	349.83	79.72	10.44	0.34	0.13	0.71	441.17
Expected loss rate	0.11%	0.38%	2.97%	8.82%	23.08%	98.59%	0.39%
Expected credit losses (less allowance provision)	0.37	0.30	0.31	0.03	0.03	0.70	1.74
Carrying amount of trade receivables (net of impairment)	**349.46**	**79.42**	**10.13**	**0.31**	**0.10**	**0.01**	**439.43**

(Amounts in INR Million, unless otherwise stated)

As at 31 March 2024

Ageing	Not due	0-90 days	91-180 days	181-270 days	271-365 days	More than 365 days	Total
Gross carrying amount	218.66	45.14	6.54	1.04	0.35	1.18	272.91
Expected loss rate	0.22%	0.80%	5.20%	14.42%	31.43%	100.00%	0.96%
Expected credit losses (less allowance provision)	0.48	0.36	0.34	0.15	0.11	1.18	2.62
Carrying amount of trade receivables (net of impairment)	**218.18**	**44.78**	**6.20**	**0.89**	**0.24**	**-**	**270.29**

As at 31 March 2023

Ageing	Not due	0-90 days	91-180 days	181-270 days	271-365 days	More than 365 days	Total
Gross carrying amount	134.00	17.28	1.71	0.80	0.00	3.36	157.15
Expected loss rate	0.56%	1.50%	8.77%	21.25%	0.00%	100.00%	2.98%
Expected credit losses (less allowance provision)	0.75	0.26	0.15	0.17	-	3.36	4.69
Carrying amount of trade receivables (net of impairment)	**133.25**	**17.02**	**1.56**	**0.63**	**-**	**-**	**152.46**

Reconciliation of allowances for doubtful trade receivables (Expected credit loss allowance)

	Amount
Allowance as at 1 April 2022	**8.90**
Add/ (less): Loss allowance during the year	(4.21)
Allowance as at 31 March 2023	**4.69**
Less: write offs	(3.36)
Add/ (less): Loss allowance during the year	1.29
Allowance as at 31 March 2024	**2.62**
Add/ (less): Loss allowance during the year	(0.88)
Allowance as at 31 March 2025	**1.74**
Add/ (less): Loss allowance during the period	7.72
Allowance as at 31 December 2025	**9.46**

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

(Amounts in INR Million, unless otherwise stated)

Exposure to liquidity risk

The following table shows a maturity analysis of the anticipated cash flows excluding interest obligations for the Company's financial liabilities on an undiscounted basis, which may differ from both carrying value and fair value.

As at 31 December 2025

Particulars	Less than 1 year	1 - 2 years	2 - 5 years	More than 5 years	Total	Carrying amount
Borrowings	228.13	94.04	144.07	4.92	471.16	468.92
Lease liabilities*	86.08	68.23	129.11	-	283.42	241.18
Trade payables	1,426.75	-	-	-	1,426.75	1,426.75
Derivatives	0.60	-	-	-	0.60	0.60
Other financial liabilities	246.23	-	-	-	246.23	246.23
	1,987.79	**162.27**	**273.18**	**4.92**	**2,428.16**	**2,383.68**

As at 31 March 2025

Particulars	Less than 1 year	1 - 2 years	2 - 5 years	More than 5 years	Total	Carrying amount
Borrowings	256.50	101.80	120.02	17.28	495.60	496.18
Lease liabilities*	75.29	36.33	55.17	-	166.79	147.35
Trade payables	857.82	-	-	-	857.82	857.82
Derivatives	0.17	-	-	-	0.17	0.17
Other financial liabilities	226.09	-	-	-	226.09	226.09
	1,415.87	**138.13**	**175.19**	**17.28**	**1,746.47**	**1,727.61**

* Future expected cash outflows (on an undiscounted basis) As at 31 December 2025, for which no amount has been recognised in relation to leases where the lease commencement date is after 31 December 2025 to which the Company is committed is approximately INR 675.07 million (31 March 2025 : INR 675.07 million, 31 March 2024: Nil, 31 March 2023 : Nil).

As at 31 March 2024

Particulars	Less than 1 year	1 - 2 years	2 - 5 years	More than 5 years	Total	Carrying amount
Borrowings	835.83	83.05	222.00	35.85	1,176.73	1,506.18
Lease liabilities	68.79	72.15	86.41	-	227.35	194.36
Trade payables	767.33	-	-	-	767.33	767.33
Derivatives	0.08	-	-	-	0.08	0.08
Other financial liabilities	154.31	-	-	-	154.31	154.31
	1,826.34	**155.20**	**308.41**	**35.85**	**2,325.80**	**2,622.26**

(Amounts in INR Million, unless otherwise stated)

As at 31 March 2023

Particulars	Less than 1 year	1 - 2 years	2 - 5 years	More than 5 years	Total	Carrying amount
Borrowings	704.01	250.74	137.20	18.58	1,110.53	1,096.07
Lease liabilities	65.93	68.79	131.19	27.37	293.28	241.49
Trade payables	664.88	-	-	-	664.88	664.88
Derivatives	0.48	-	-	-	0.48	0.48
Other financial liabilities	76.84	-	-	-	76.84	76.84
	1,512.14	**319.53**	**268.39**	**45.95**	**2,146.01**	**2,079.76**

(c) Market risk

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments.

Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The interest rate risk arises due to uncertainities about the future market interest rate of these borrowings. All long-term borrowings have a floating rate of interest.

Impact of interest rate increase on profit or loss and equity on floating rate borrowing is presented below :

	Fluctuation in basis points	Impact on profit or loss	Impact on equity, net of tax
31 December 2025			
Interest rate fluctuation	+100	3.64	-
	-100	(3.64)	-
31 March 2025			
Interest rate fluctuation	+100	3.41	-
	-100	(3.41)	-
31 March 2024			
Interest rate fluctuation	+100	5.63	-
	-100	(5.63)	-
31 March 2023			
Interest rate fluctuation	+100	4.88	-
	-100	(4.88)	-

Foreign Currency risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

(Amounts in INR Million, unless otherwise stated)

(i) Exposure to Foreign Currency risk

The fluctuation in foreign currency exchange rates may have potential impact on the income statement, statement of comprehensive income, balance sheet, statement of changes in equity and statement of cash flows where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency.

The summary quantitative data about the Company's unhedged exposure to currency risk as reported to the management is as follows.

	Equivalent amount in INR			
Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Financial liabilities				
Trade payables				
USD	(859.93)	(375.53)	(380.32)	(410.92)
EUR	(1.57)	(0.01)	(0.22)	(5.40)
	(861.50)	(375.54)	(380.54)	(416.32)
Financial assets				
Trade receivables				
USD	145.50	79.21	42.72	3.21
EUR	-	23.53	24.63	8.42
	145.50	102.74	67.35	11.63
Net balance sheet exposure	**(716.00)**	**(272.80)**	**(313.19)**	**(404.69)**
Forward exchange contracts	(44.66)	(34.53)	64.11	83.04
Net exposure	**(760.66)**	**(307.33)**	**(249.08)**	**(321.65)**

(ii) Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises from foreign currency denominated financial instruments.

Particulars				
Euro				
Sensitivity				
Rs/Euro- increase by 10%	(0.16)	2.30	2.44	0.30
Rs/Euro- decrease by 10%	0.16	(2.30)	(2.44)	(0.30)
Rs/USD- increase by 10%	(71.44)	(27.73)	(33.76)	(40.77)
Rs/USD- decrease by 10%	71.44	27.73	33.76	40.77

The Company uses foreign exchange forward contracts to manage some of its transaction exposures. These derivative instruments are not designated as cash flow / fair value hedges and are entered into for periods consistent with foreign currency exposure of underlying transactions. All transactions in derivative financial instruments are undertaken to manage risks arising from underlying business activities.

	As at 31 December 2025	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Derivative liability (refer note 23)	0.60	0.17	0.08	0.48

(Amounts in INR Million, unless otherwise stated)

Unhedged foreign currency exposures

Nature of exposure	Currency	Amount in Foreign currency				Equivalent amount in INR			
		31 December 2025	31 March 2025	31 March 2024	31 March 2023	31 December 2025	31 March 2025	31 March 2024	31 March 2023
Trade Receivable	USD	1.62	0.93	0.52	0.04	145.50	79.21	42.72	3.21
	EUR	-	0.25	0.28	0.10	-	23.53	24.63	8.42
Trade Payable	USD	9.56	4.39	4.56	5.00	859.93	375.53	380.32	410.92
	EUR	0.01	0.00	0.00	0.06	1.57	0.01	0.22	5.40

Amounts disclosed as 0.00 are below the disclosure thresholds of the Company

Other market risk

The primary goal of the Company's investment in mutual funds is to hold the investments for the long term for strategic purposes. Management is assisted by external advisers in this regard. Such investments are designated as at FVTPL because their performance is actively monitored and they are managed on a fair value basis.

Sensitivity analysis	Fluctuation in basis points	Impact on profit or loss	Impact on equity, net of tax
31 December 2025			
Increase in index	+100	0.40	-
Decrease in index	-100	(0.40)	-
31 March 2025			
Increase in index	+100	1.94	-
Decrease in index	-100	(1.94)	-

(Amounts in INR Million, unless otherwise stated)

37 Capital management

Capital includes equity share capital and other equity attributable to the equity holders of the Company. The primary objective of the Company’s capital management is to ensure that it maintains an efficient capital structure and maximise the shareholder’s value. In order to achieve this overall objective, the Company’s capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Company has complied with those covenants throughout the reporting period.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total equity and net debt. The Company includes within net debt, long-term and short-term loans and borrowings (including current maturities of long-term borrowings) and lease liabilities less cash and cash equivalents and bank balances. The Company has established a supplier finance arrangement to manage its working capital.

Particulars	**As at 31 December 2025**	**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
Borrowings (including current maturities) and lease liabilities	710.10	643.53	1,700.54	1,337.56
Less: Cash and cash equivalents	91.30	25.36	35.11	32.15
Less: Bank balances other than cash and cash equivalents	27.72	57.17	38.37	52.88
Net debt / (surplus) (A)	**591.08**	**561.00**	**1,627.06**	**1,252.53**
Total equity	4,104.80	3,033.81	1,241.22	1,150.25
Capital and net debt (B)	**4,695.88**	**3,594.81**	**2,868.28**	**2,402.78**
Gearing ratio [(A)/(B)]	**12.59%**	**15.61%**	**56.73%**	**52.13%**

38 Transition to Ind AS - First-time adoption

The financial statements, for the year ended 31 March 2025, were the first financial statements, the Company has prepared in accordance with Ind AS. For the periods upto 31 March 2024, the Company has prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with Companies (Accounting Standard) Rules, 2021 ("Indian GAAP" or "previous GAAP").

These Restated Financial Information for the year ended 31 March 2025 have been prepared after making suitable adjustments to the accounting heads from their previous 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 (01 April 2023) and as per the presentation, accounting policies and grouping/ classification followed as at and for the year ended 31 March 2025 persuant to the SEBI Letter.

Set out below are the applicable mandatory exceptions applied and the optional exemptions in the transition from previous GAAP to Ind AS.

Optional exemptions availed :

Ind AS 101 First Time Adoption of Indian Accounting ("Ind AS 101") allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS on transition date. The Company has applied the following exemptions :

1. The Company has elected to continue with the carrying value of all its property, plant and equipment and intangible assets recognised as at 01 April 2022 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.
2. The Company has elected to value ROU assets at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease immediately before the date of transition to Ind AS.

Mandatory Exceptions:

(a) Estimates: An entity's estimates in accordance with Ind AS at the transition date shall be consistent with the estimates made for the same date in accordance with the previous GAAP (after adjustments made to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 01 April 2022 are consistent with the estimates as at the same date made in conformity with previous GAAP.

(b) Derecognition of Financial Assets and Financial liabilities: Ind AS 101 requires a first time adopter to apply the derecognition provisions of Ind AS 109 prospectively for transactions occuring on or after the date of transition to Ind AS. However Ind AS 101 allows a first time adopter to apply the derecognition requirements in Ind AS 109 from the date of 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. Entity has elected to apply the derecognition provisions prospectively for transactions occuring on or after the date of transition to Ind AS.

(c) Classification and measuement of Financial Assets: Ind AS 101 requires entity to assess the classification and measurement of financial assets on the basis of facts and circumstances existed at the date of transition to Ind AS. Accordingly classification and measurement of financial assets have been made on the basis of facts and circumstances that exist at the date of transition to Ind AS.

(d) Impairment of Financial Assets: The Company has applied exemption related to impairment of financial assets given in Ind AS 101. It has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial assets were initially recognised and compared that to the credit risk as at 01 April 2022.

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure VII
Notes to the Restated Financial Information
(Amounts in INR Million, unless otherwise stated)

A Statement of reconciliation of total equity and profit and loss as per previous GAAP and Ind AS

Reconciliation of total equity as at 31 March 2024, 31 March 2023 and 1 April 2022

	Particulars	Note to first-time adoption	As at 31 March 2024	As at 31 March 2023	As at 01 April 2022
	Total equity as per previous GAAP		**1,614.65**	**1,284.07**	**1,143.55**
	Ind-AS Adjustments [Increase in Equity/ (Decrease in Equity)]				
i.	Impact of recognition of leases in accordance with Ind AS 116	b	(9.70)	(10.88)	2.70
ii.	Impact of expected credit loss on trade receivables as per Ind AS 109	c	(2.62)	(1.33)	(5.54)
iii.	Impact of borrowings	g	3.27	1.76	1.60
iv.	Impact of government grant	h	(26.40)	(8.60)	(11.04)
v.	Change on account of fair value adjustment of financial instruments	i	(0.08)	(0.48)	0.14
vi.	Impact of recognition of deferred taxes in accordance with Ind AS 12	e	210.99	179.60	148.20
vii.	Liability component of compulsory convertible preference shares	j	(549.00)	(294.00)	(243.00)
	Total Ind-AS adjustments		**(373.54)**	**(133.93)**	**(106.94)**
	Total equity as per Ind-AS		**1,241.11**	**1,150.14**	**1,036.61**

Reconciliation of total comprehensive income

	Particulars	Note to first-time adoption	For the year ended 31 March 2024	For the year ended 31 March
	Net profit after tax under previous GAAP		**278.37**	**110.79**
	Ind AS adjustments [Increase in profits / (decrease in profits)]			
i.	Impact of recognition of leases in accordance with Ind AS 116	b	(9.70)	(13.57)
ii.	Impact of expected credit loss on trade receivables in accordance with Ind AS 109	c	(1.29)	4.21
iii.	Impact of borrowings	g	1.51	0.18
iv.	Impact of government grant	h	7.01	2.43
v.	Gratuity reclassification to OCI non-reclassifiable	d	4.33	2.66
vi.	Change on account of fair value adjustment of financial instruments	i	0.40	(0.63)
vii.	Impact of recognition of deferred taxes in accordance with Ind AS 12	e	33.15	30.66
viii.	Liability component of compulsory convertible preference shares	j	(255.00)	(51.00)
	Total of adjustments		**(219.59)**	**(25.06)**
	Net profit after tax as per Ind AS			
	Other Comprehensive Income (net of taxes)	d	(3.07)	(1.93)
	Total Comprehensive Income as per Ind-AS		**55.71**	**83.80**

(Amounts in INR Million, unless otherwise stated)

B **Reconciliation of Cash flow statement as previously reported under previous GAAP to Ind AS for the year ended 31 March 2024 and 31 March 2023**

31 March 2024

Particulars	**Previous GAAP**	**Effect of transition to Ind AS**	**Ind AS**
Net Cash flow from operating activities	593.91	13.58	607.49
Net Cash flow from Investing activities	(642.56)	52.02	(590.54)
Net Cash flow from Financing activities	51.61	(65.60)	(13.99)
Net Increase/(decrease) in cash and cash equivalents	**2.96**	**-**	**2.96**
Cash and cash equivalent at the beginning of the	32.15	-	32.15
Cash and cash equivalent at the end of the period	35.11	-	35.11

31 March 2023

Particulars	**Previous GAAP**	**Effect of transition to Ind AS**	**Ind AS**
Net Cash flow from operating activities	730.95	45.79	776.74
Net Cash flow from Investing activities	(525.94)	17.42	(508.52)
Net Cash flow from Financing activities	(181.56)	(63.21)	(244.77)
Net Increase/(decrease) in cash and cash equivalents	**23.45**	**-**	**23.45**
Cash and cash equivalent at the beginning of the period	8.70	-	8.70
Cash and cash equivalent at the end of the period	32.15	-	32.15

Notes to reconciliations

a **Estimates**

As per Ind AS 101 - An entity's estimates in accordance with Ind ASs at the date of transition to Ind ASs shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

As per Ind AS 101 - where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS) The Company's estimates are consistent with the above requirements.

b **Leases**

Under the previous GAAP, lessee classified a lease as an operating or a finance lease based on whether or not the lease transferred substantially all risk and rewards incidental to the ownership of an asset. Operating lease were expensed in the statement of profit and loss. Pursuant to application of Ind AS - 116, for all leases other than those for which the Company has opted for short-term or low value exemption, the Company has recorded a right-of-use asset. The Company has measured the right-of-use asset equal to lease liability i.e. measured at present value of the remaining lease payments using the incremental borrowing rate.

(Amounts in INR Million, unless otherwise stated)

c Expected credit losses

The Company has adopted Ind AS 109 which requires the Company to record expected credit losses on all of its debt securities, loans and trade receivables, either on a 12-month or lifetime basis. The Company applies the simplified approach and record lifetime expected losses on all trade receivables, meaning that it would record lifetime expected losses for all trade receivables.

d Other comprehensive income (OCI)

Ind-AS requires preparation of Statement of Other Comprehensive Income in addition to statement of profit and loss. Re-measurement gain/loss on defined benefit plans earlier accounted for in statement of profit and loss under previous GAAP has been reclassified to OCI as required by Ind-AS 19 - Employee Benefits. However, this has no impact on the total comprehensive income and total equity.

e Deferred taxes

Ind AS 12 requires entities to account for deferred taxes using the Balance sheet approach, which focuses on temporary difference between the carrying amount of an asset or liability in the Balance Sheet and its tax base. Deferred tax adjustment are recognised in correlation to the underlying transaction in retained earnings

	Particulars	Note to first-time adoption	As at 31 March 2024	As at 31 March 2023	As at 01 April 2022
i.	Impact of recognition of leases in accordance with Ind AS 116	b	8.37	7.98	3.86
ii.	Impact of expected credit loss on trade receivables in accordance with Ind AS 109	c	0.76	1.30	0.73
iii.	Impact of borrowings	g	(0.95)	(0.49)	(0.45)
iv.	Impact of government grant	h	7.69	2.39	3.07
v.	Change on account of fair value adjustment of financial instruments	i	0.02	0.13	(0.04)
vi.	Impact of recognition of deferred taxes in accordance with Ind AS 12	e	195.10	168.29	141.03
	Increase in deferred tax asset		**210.99**	**179.60**	**148.20**

f Classification of financial assets and liabilities

Current and non-current assets/liabilities have been reclassified into financial and non-financial assets/liabilities as per the nature of assets/liabilities.

g Accounting for loan acquisition cost

Under the previous GAAP, Loan acquisition cost is charged to profit & loss and the same will not impact to the loan amount. Pursuant to application of Ind AS 109, for all financial liabilities measured under amortized cost method are required to charge the interest based on effective interest rate which is derived by the amortizing the loan acquisition cost in the term of financial liabilities. The Company has applied the effective interest rate method retrospectively on borrowings which were existed on the date of transition.

h Accounting for government grants

Under previous GAAP, government grants relating to purchase of property, plant and equipment was accounted under capital approach and was credited directly to capital reserve under capital approach. Under Ind AS, asset related grant is required to be recorded as deferred income.

i Fair value adjustments on financial instruments

Under Ind AS, forward contracts are in the nature of derivatives which is required to measured at fair value at the reporting dates, the same were not accounted under previous GAAP due to its immaterial impact.

j Liability component of compulsory convertible preference shares

Under the previous GAAP, compulsorily convertible preference shares ('CCPS') issued to the investors were classified as equity and carried at transaction value. The terms of the instrument provided that such CCPS holders of the Company, in terms of the shareholders agreement, had exit rights including requiring the Company to buy back shares held by them. On such occurrence, the Company will be obliged to buyback CCPS at a price equal the fair value of such shares at redemption. The instrument is assessed to be a compound financial instrument. At initial recognition it is recorded at its fair value and the difference between the fair value of the instrument and financial liability as per Ind AS is recognised in the retained

k Regrouping and reclassifications

Appropriate regrouping/reclassification adjustments have been carried out for previous GAAP numbers, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the requirements of the Ind AS.

SEDEMAC Mechatronics Limited
(Formerly known as SEDEMAC Mechatronics Private Limited)
Annexure VII
Notes to the Restated Financial Information
(Amounts in INR Million, unless otherwise stated)

39 Earnings per share (EPS)

	Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
A	**Basic earnings per share**				
	Net profit after tax attributable to equity share holders for basic EPS	714.98	470.45	58.78	85.73
	Weighted average number of equity shares of face value INR 10 each outstanding during the period/year for basic EPS (In Nos.)	4,30,89,643	4,30,50,000	4,06,43,219	4,04,06,482
	Basic earnings per equity share face value of INR 10 (in INR)	**16.59**	**10.93**	**1.45**	**2.12**

The calculation of basic EPS has been based on the following profit attributable to equity shareholders and weighted average number of equity shares outstanding.

(i) Profit attributable to equity shareholders (basic)

	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit for the period/year, attributable to the owners of the Company	714.98	470.45	58.78	85.73

(ii) Weighted-average number of equity shares (basic)

	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Opening balance	4,24,60,500	1,68,18,000	1,66,15,500	1,64,79,000
Effect of share options exercised	4,83,724	13,33,500	1,46,219	45,982
Effect of shares issued	-	10,17,000	-	-
Effect of warrants exercised	1,45,419	-	-	-
Effect of conversion of compulsory convertible preference shares	-	2,38,81,500	2,38,81,500	2,38,81,500
Weighted average number of equity shares for the period/year **	**4,30,89,643**	**4,30,50,000**	**4,06,43,219**	**4,04,06,482**

B Diluted earnings per share

	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit after tax attributable to equity share holders for diluted EPS	714.98	470.45	58.78	85.73
Weighted average number of equity shares of face value INR 10 each outstanding during the period/year for diluted EPS (In Nos.)	4,37,31,818	4,34,74,500	4,22,49,381	4,20,20,482
Diluted earnings per equity share face value of INR 10 (in INR)	**16.35**	**10.82**	**1.39**	**2.04**

The calculation of diluted EPS has been based on the following profit attributable to equity shareholders and weighted average number of equity shares outstanding after adjustment for the effects of all dilutive potential equity shares.

(Amounts in INR Million, unless otherwise stated)

(i) Profit attributable to equity shareholders (diluted)

	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit attributable to equity shareholders (basic)	714.98	470.45	58.78	85.73
Profit attributable to equity shareholders (diluted)	**714.98**	**470.45**	**58.78**	**85.73**

(ii) Weighted-average number of equity shares (diluted)

	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Weighted average number of equity shares (basic)	4,30,89,643	4,30,50,000	4,06,43,219	4,04,06,482
Effect on share options on issue	6,42,175	4,24,500	16,06,162	16,14,000
Weighted average number of equity shares (diluted) for the period/year **	**4,37,31,818**	**4,34,74,500**	**4,22,49,381**	**4,20,20,482**

** The Board of Directors of the Company in its meeting held on 05 September 2025 and shareholders of the Company in the Extraordinary General Meeting held on 10 September 2025 approved the issuance of bonus equity share of INR 10 each in the ratio of 1499:1. The number of shares used for the calculation of earnings per share, and the earnings per share (including that in the comparative periods), have been adjusted for pursuant to Paragraph 64 of Ind AS 33 - "Earnings Per Share", prescribed under Section 133 of the Companies Act, 2013.

40 Employee benefits: Post-employment benefit plans

Contribution to provident fund (Defined contribution) :

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognized as an expense towards contribution to Provident Fund for the nine months ended aggregated to INR 15.02 million and for the year ended 31 March 2025 is INR 16.28 million (31 March 2024 : INR 13.29 million, 31 March 2023 : INR 9.92 million).

Gratuity (Defined benefit plan)

The Company has a defined benefit gratuity plan as per the Payment of Gratuity Act, 1972 (‘Gratuity Act’). Under the Gratuity Act, an employee who has completed five years of service is entitled to specific benefit. The level of benefit provided is depending on the employee’s length of service and salary at retirement/termination.

The present value of the obligation under such defined benefit plan is determined based on an actuarial valuation as at the reporting date using the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability / (asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods.

Company's Gratuity scheme for employees is partially funded with an insurance Company in the form of qualifying insurance policy.

Based on an independent actuarial valuations, the following tables set out the amounts recognised in the Company's restated financial information:

(Amounts in INR Million, unless otherwise stated)

Description of risk exposures:
The plan typically exposes the Company to actuarial risks such as interest rate risk, longevity risk and salary risk.

Salary escalation rate	Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality and disability	Actual deaths and disability cases proving lower or higher than assumed in the valuation can
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

[A] Statement showing changes in present value of obligation

Particulars	**31 December 2025**	**31 March 2025**	**31 March 2024**	**31 March 2023**
Defined benefit obligation at the beginning of the period/year	**79.76**	**61.36**	**49.00**	**41.29**
Current service cost	12.55	9.92	8.65	6.25
Interest cost	4.56	4.27	3.47	2.83
Past service cost *	7.85	-	-	-
Benefits paid	(5.59)	(2.75)	(3.96)	(3.86)
Actuarial loss arising from change in financial assumption	8.36	9.20	1.57	(0.91)
Actuarial loss arising from change in demographic assumption	3.93	(2.49)	-	-
Actuarial loss arising from change in experience assumption	(0.74)	0.25	2.63	3.40
Defined benefit obligation at the end of the period/year	**110.68**	**79.76**	**61.36**	**49.00**

* Change in base salary pursuant to new labour code, refer note 49.

[B] Table showing changes in the fair value of plan assets

Particulars	**31 December 2025**	**31 March 2025**	**31 March 2024**	**31 March 2023**
Fair value of plan assets at the beginning of the period/year	**21.60**	**20.71**	**18.91**	**17.70**
Expected return on plan assets	1.05	1.46	1.36	1.31
Employer contributions	-	0.81	1.10	0.79
Benefits paid	(2.24)	(1.30)	(0.53)	(0.71)
Expenses debited by LIC	(0.04)	(0.06)	-	-
Actuarial gain/(loss) on plan assets	0.05	(0.02)	(0.13)	(0.18)
Fair value of plan assets at the end of the period/year	**20.42**	**21.60**	**20.71**	**18.91**

[C] Major cateogories of plan assets (as percentage of total plan assets)

Particulars	**31 December 2025**	**31 March 2025**	**31 March 2024**	**31 March 2023**
Funds managed by insurer (LIC)	100%	100%	100%	100%

(Amounts in INR Million, unless otherwise stated)

[D] Actuarial gain / loss recognized

Particulars	31 December 2025	31 March 2025	31 March 2024	31 March 2023
Actuarial loss for the current period - obligation	11.55	6.96	4.20	2.49
Actuarial gain/(loss) for the current period - plan assets	0.05	(0.02)	(0.13)	(0.18)
Total actuarial loss for the current period / year	11.50	6.98	4.33	2.67

[E] Amounts to be recognized in the Balance Sheet

Particulars	31 December 2025	31 March 2025	31 March 2024	31 March 2023
Present value of defined benefit obligations at the end of the period/year	110.68	79.76	61.36	49.00
Fair Value of plan asset at the end of the period/year	20.42	21.60	20.71	18.91
Funded Status - unfunded liability	90.26	58.16	40.65	30.09

Bifurcation of present value of obligations at the end of the current period

Particulars	31 December 2025	31 March 2025	31 March 2024	31 March 2023
Current liability	69.82	36.55	5.76	3.75
Non-current liability	20.44	21.61	34.89	26.34
Present value of obligation as at the end of the period/year	90.26	58.16	40.65	30.09

[F] Expenses recognised in the statement of profit and loss

Particulars	31 December 2025	31 March 2025	31 March 2024	31 March 2023
Current service cost	12.55	9.92	8.65	6.25
Interest cost on obligation	4.56	4.27	3.47	2.83
Past service cost	7.85	-	-	-
Expected return on plan assets	(1.01)	(1.40)	(1.36)	(1.31)
Expense recognised in statement of Profit and Loss	23.95	12.79	10.76	7.76

[G] Actuarial assumptions

Particulars	31 December 2025	31 March 2025	31 March 2024	31 March 2023
Discount rate (p.a.)	6.80%	6.70%	7.11%	7.38%
Salary escalation rate (p.a.)	10.00%	10.00%	8.00%	8.00%
Expected rate of return on plan assets	6.80%	7.11%	7.38%	7.19%
Mortality Rate	IALM (2012-14) Ult.	IALM (2012-14) Ult.	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Withdrawal Rate	10.00%	13.00%	2.0% to 10.0%	2.0% to 10.0%
Normal Retirement Age	58 years & 60 years & 62	58 years and 60 years	58 years and 60 years	58 years and 60 years
Average Future Service	8.19*	6.91*	20.00*	19.00*

* It is actuarially calculated term of the liability using probabilities of death, withdrawal and retirement.

(Amounts in INR Million, unless otherwise stated)

[H] Sensitivity Analysis

Discount rate, salary escalation rate and withdrawal rate are significant actuarial assumptions. There are no changes in the methods and assumptions used in preparing the sensitivity analysis from the previous year. The revised present value of the defined benefit obligation as a result of change in 100 basis points in the assmptions made would be :

Particulars	31 December 2025	31 March 2025	31 March 2024	31 March 2023
Discount rates (+1% movement)	102.63	75.85	55.89	44.66
Discount rates (-1% movement)	119.96	85.98	67.86	54.12
Salary escalation (+1% movement)	118.53	84.99	67.03	53.53
Salary escalation (-1% movement)	103.70	76.63	56.24	44.94
Withdrawal rates (+1% movement)	109.12	79.80	61.15	48.90
Withdrawal rates (-1% movement)	112.46	81.52	61.59	49.09

[I] Expected contribution - defined benefit liability

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	31 December 2025	31 March 2025	31 March 2024	31 March 2023
Year 1	11.84	11.29	5.76	3.75
Year 2	12.75	10.90	3.78	14.77
Year 3	10.41	9.30	4.12	24.29
Year 4	12.63	12.05	5.97	21.34
Year 5	14.33	12.06	6.12	20.55
Year 6 to 10	101.19	74.42	23.24	21.09

The average duration of the defined benefit plan obligation at the end of the reporting period is 13.54 years (31 March 2025 : 10.57 years, 31 March 2024 : 16.22 years, 31 March 2023 : 15.93 years).

(Amounts in INR Million, unless otherwise stated)

41 Leases

Company as a lessee

The Company leases primarily consists of factory premises, technical center and corporate office. The Company has entered into non-cancellable operating leases which range for a period between 1-6 years. The terms of the said leases include terms for renewal, increase in rents in future periods for premises and terms of cancellation. The Company's obligations under its

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Opening balance	147.35	194.36	241.49	282.07
Additions during the period/year	154.68	8.59	-	-
Finance cost accrued on lease liabilities	14.73	14.71	18.81	22.63
Payments	(75.58)	(70.31)	(65.94)	(63.21)
Closing balance	**241.18**	**147.35**	**194.36**	**241.49**
Current (note no. 18)	68.26	65.52	54.42	47.14
Non-current (note no. 18)	172.92	81.83	139.94	194.35

The effective interest rate for lease liabilities ranges from 8% to 9.25%, with maturity between 2026-2030.

Contractual maturity analysis of lease liabilities on an undiscounted cash flow basis

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Within one year	86.08	75.29	68.79	65.93
Later than one year but not later than five years	197.34	91.50	158.56	199.98
Later than five years	-	-	-	27.37
	283.42	**166.79**	**227.35**	**293.28**

The following are the amounts recognized in Statement of profit and loss:

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation expense of right-of-use assets (note 32)	64.93	61.19	59.58	56.76
Interest expense on lease liabilities (note 31)	14.73	14.72	18.80	22.63
Expense relating to short term leases (included in other expenses)	1.21	1.48	1.13	1.10
Expense relating to low value leases (included in other expenses)	3.80	4.40	4.97	3.89
	84.67	**81.79**	**84.48**	**84.38**

The Company had total cash outflows for leases in 31 December 2025 is INR 80.59 million (31 March 2025 : INR 76.19 million, 31 March 2024 : INR 93.36 million, 31 March 2023 : INR 90.75 million). There are non-cash additions to right-of-use assets and lease liabilities during the period INR 154.68 million (31 March 2025 : INR 8.59 million, 31 March 2024 : Nil, 31 March 2023 : Nil).

(Amounts in INR Million, unless otherwise stated)

42 Contingent liabilities and commitments
(to the extent not provided for)

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Contingent liabilities:				
a. Claims against the Company not acknowledged as debt				
Income tax matters in dispute (refer note (i) below)	28.26	28.26	-	-
	28.26	**28.26**	**-**	**-**

(i) The Company is contesting before Hon'ble ITAT against the order passed by the CIT(A) and believe that it's position will likely be upheld in the appellate process. No expense has been accrued in the financial statements for the tax demands/notices raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Company's financial position and results of the operations.

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
b. Liability for bills discounted	-	-	9.35	25.82
	-	**-**	**9.35**	**25.82**

Particulars	As at 31 December 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
c. Commitments :				
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)				
- Property, plant and equipment	745.51	285.48	41.89	102.17
- Intangible assets	2.81	7.77	-	-
	748.32	**293.25**	**41.89**	**102.17**

(b) The Company has received an allotment order dated February 11, 2026 from State Industries Promotion Corporation of Tamil Nadu Limited ("SIPCOT") for a 99-year lease of a 13.45-acre industrial plot at Shoolagiri Industrial Park, Hosur. An amount of INR 281.11 million is payable within 30 days of acceptance of allotment order, upon which the lease deed will be executed and the possession of the land will be issued subject to completion of all requisite legal, statutory and procedural formalities and legal and technical due diligence, including but not limited to title verification and site survey, prior to execution of the lease deed to verify title, confirm the extent of the plot, execution of definitive agreements, and receipt of necessary approvals, if any.

43 Related party disclosures
(i) List of related parties & relationship:

Particulars	Name of the Related Party
Key Management Personnel	Prof. Shashikanth Suryanarayanan (Managing Director w.e.f 26.03.2025) Amit Arun Dixit (Joint Managing Director w.e.f 26.03.2025) Manish Sharma (Whole-Time Director w.e.f 14.05.2025) Bhavya Kapoor (Director w.e.f 30.05.2024 upto 17.10.2025) Abhay kumar Pandey (Director w.e.f 30.05.2024 upto 17.10.2025) Namakal Srinivasan Parthasarathy (Independent Director w.e.f 21.02.2025) Poyni Bhatt (Independent Director w.e.f 22.03.2025) Udo Edgar Wolz (Non-Executive Director w.e.f 01.07.2025) Rajesh Madhukar Sheth (Chief financial officer w.e.f 14.05.2025) Prasad Rajendra Chavan (Company Secretary & Compliance Officer w.e.f 14.05.2025)

(Amounts in INR Million, unless otherwise stated)

(ii) Disclosure of related party transactions:

Nature of transactions	Name of the related party	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Short term employee benefits	Prof. Shashikanth Suryanarayanan	59.65	53.93	32.20	19.07
	Amit Arun Dixit	33.69	29.99	53.46	13.02
	Manish Sharma	23.44	26.48	14.77	8.55
	Udo Edgar Wolz	5.36	-	-	-
	Rajesh Madhukar Sheth	10.25	9.83	6.31	3.88
	Prasad Rajendra Chavan	0.99	0.34	-	-
Post employment benefits	Amit Arun Dixit	1.13	2.99	0.50	0.04
	Manish Sharma	1.40	1.39	0.16	0.05
	Udo Edgar Wolz				
	Rajesh Madhukar Sheth	0.87	0.35	0.77	0.22
	Prasad Rajendra Chavan	0.08	0.02	-	-
Share based payments	Rajesh Madhukar Sheth	7.23	10.17	2.98	1.48
Reimbursement of expenses (net)	Amit Arun Dixit	-	0.01	0.08	0.10
	Manish Sharma	0.01	0.21	0.07	0.19
	Udo Edgar Wolz	0.11	-	-	-
	Rajesh Madhukar Sheth	-	0.01	0.17	0.16
Commission/ Remuneration	Poyni Bhatt	2.20			
	Namakal Srinivasan Parthasarathy	2.20			
Sitting fees	Poyni Bhatt	1.10	-	-	-
	Namakal Srinivasan Parthasarathy	1.00	-	-	-

(iii) Outstanding balances at the end of the period/year

Name of the related party	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Accrued salaries and benefits				
Prof. Shashikanth Suryanarayanan (Managing Director)	19.47	29.45	23.32	4.80
Amit Arun Dixit (Joint Managing Director)	8.93	20.20	-	-
Manish Sharma (Whole-Time Director)	5.95	20.00	-	-
Poyni Bhatt (Chairman, Independent Director)	2.20	-	-	-
Namakal Srinivasan Parthasarathy (Independent Director)	2.20	-	-	-
Rajesh Madhukar Sheth (Chief financial officer)	1.79	3.86	-	-
Prasad Rajendra Chavan (Company secretary)	-	0.02	-	-

44 Share-based payment arrangements

A Description of the share-based payment arrangements

The Company has following share-based payment arrangements :

Share option plans (equity settled)

The Company sponsers share option plan -

(a) The SEDEMAC Employee Stock Option Plan ("ESOP") - 2014 Plan. The details of the aforesaid plan are as follows

The SEDEMAC ESOP - 2014 plan was approved by the directors of the Company on 06 March 2014 and by the shareholders on 25 March 2014. The plan is administered by a Compensation committee. Options will be issued to employees of the Company at an exercise price, which shall be a price between 30% to 60% of the applicable Last Round Securities Price. The equity shares covered under these options vest over a period ranging from twelve to forty eight months from the date of grant. The exercise period is earlier of the date of IPO and the relevant date as determined in accordance with the ESOP Policy, in case of cessation of the employment. ESOP - 2014 plan provides for the issue of 1,563 shares to the employees of the Company, who are in whole time employment with the Company. Pursuant to the 1,499:1 bonus issue approved by the Board on 05 September 2025, the Company increased the ESOP pool to 23,44,500 shares.

The options shall vest after the expiry of the vesting period (60 months) provided that the grantee has been in the continuous and uninterrupted employment of the Company from the date of grant of the options until the date of such vesting.

The Board of Directors vide circular resolution dated 08 October 2025 and the shareholders, in the Extraordinary General Meeting of the Company held on 09 October 2025, approved the variation of the terms of ESOP 2014 to align with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and to increase the ESOP pool. However, it does not have an impact on the restated financial information.

(b) The SEDEMAC Mechatronics Employee Stock Option Plan ("ESOP") - 2025 Scheme. The details of the aforesaid plan are as follows

The SEDEMAC ESOP - 2025 Scheme was approved by the directors of the Company on 21 May 2025 and by the shareholders on 29 May 2025. The Scheme is administered by Administrator. The equity shares covered under these options vest over a period ranging from twelve to sixty months from the date of grant. The exercise period means the time period commencing from the date of vesting within which the option holder should exercise vested option(s), which shall be set out in the grant letter and shall not exceed 15 (fifteen) years from the date of vesting of the options.. ESOP - 2025 Scheme provides for the issue of 650 shares to the employees of the Company, who are in whole time employment with the Company. Pursuant to the 1,499:1 bonus issue approved by the Board on 05 September 2025, the Company increased the ESOP pool to 9,75,000 shares.

The options shall vest after the expiry of the vesting period provided that the grantee has been in the continuous and uninterrupted employment of the Company from the date of grant of the options until the date of such vesting.

(Amounts in INR Million, unless otherwise stated)

B Measurement of fair values

The fair value of employee share options has been measured using Black Scholes model. The fair value of the options and the input used in the measurement of the grant- date fair values are as follows:

SEDEMAC ESOP - 2014 plan

Particulars	For the nine months ended 31 December 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Fair value of per option granted during the period/year	NA	NA	1,98,102.00	1,35,345.19
Fair market value of underlying share (In INR)	NA	NA	5,50,000.00	3,69,633.00
Weighted average exercise price (WAEP)	141.97	1,91,669.00	5,25,667.00	3,61,789.00
Risk-free interest rate	7.20%	7.20%	7.19%	7.01%
Expected Life	3.50 years	3.50 years	2.50 years	2.25 years
Expected Volatility	31.36%	31.36%	26.77%	33.59%
Expected Dividend yield	NIL	NIL	NIL	NIL

SEDEMAC 2025 Scheme

Particulars	For the nine months ended 31 December 2025
Fair value of per option granted during the period/year	161.63
Fair market value of underlying share (In INR)	429.91
Weighted average exercise price (WAEP)	467.00
Risk-free interest rate	6.22%
Expected Life	4.50 years
Expected Volatility	37.24%
Expected Dividend yield	NIL

Expected volatility during the expected term of the options is based on historical volatilty of the observed market prices of the Company's peers traded equity shares during a period equivalent to the expected term of the options.

C Movements during the period/year

The following table illustrates the number and WAEP of, and movements in, SEDEMAC ESOP - 2014 plan during the period

(INR in million)

	For the nine months ended 31 Dec 2025		**For the nine months ended 31 Dec 2024**		**For the year ended 31 March 2025**		**For the year ended 31 March 2024**		**For the year ended 31 March 2023**	
	Number of options	WAEP	Number of options	WAEP	Number of options	WAEP	Number of options	WAEP	Number of options	WAEP
Options outstanding at the beginning of the period/year	1,012	1,91,669.00	1,172	1,52,557.00	1,172	1,52,557.00	1,248	83,808.00	1,101	92,336.73
Impact of bonus issue of equity shares	15,16,988	-	-	-	-	-	-	-	-	-
Granted during the period/year			-	-	-	-	60	5,25,667.00	246	3,61,789.00
Forfeited / lapsed during the period/year	-	-	-	-	-	-	1	5,25,667.00	8	3,61,789.00
Exercised during the period/year	9,46,500	141.97	90.00	1,15,170.00	160	1,10,012.00	135	5,25,667.00	91	3,61,789.00
Options outstanding at the end of the period/year	5,71,500	151.92	1,082.00	1,85,419.00	1,012	1,91,669.00	1,172	1,52,557.00	1,248	83,808.00
Exercisable at end of the period/year	5,02,500	151.92	891.00	1,85,419.00	829	1,91,669.00	880	1,52,557.00	869	83,808.00
Contractual life of options outstanding at the end of the period/year	1.30 years		0.94 years		1 year		1.39 years		1.69 years	

The following table illustrates the number and WAEP of, and movements in, SEDEMAC 2025 Scheme during the period

(INR in million)

	For the nine months ended 31 Dec 2025	
	Number of options	WAEP
Options outstanding at the beginning of the period/year	-	-
Granted during the period/year	2,44,500	467.00
Forfeited / lapsed during the period/year	-	-
Exercised during the period/year	-	-
Options outstanding at the end of the period/year	2,44,500	467.00
Exercisable at end of the period/year	-	-
Contractual life of options outstanding at the end of the period/year	7.01 years	

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Range of exercise prices for share options outstanding at the end of the period/year:

SEDEMAC ESOP - 2014 plan

31 December 2025

Range of exercise price :	Options outstanding at the end of the period
Upto INR 1	1,500
INR 10 to INR 50	90,000
INR 51 to INR 100	75,000
INR 101 to INR 200	1,26,000
INR 201 to INR 300	2,10,000
INR 301 to INR 500	69,000
Outstanding at the end of the period	**5,71,500**

31 March 2025

Range of exercise price :	Options outstanding at the end of the period
INR 10	5
INR 66,000 to INR 1,00,000	352
INR 1,00,001 to INR 5,00,000	621
INR 5,00,001 to INR 6,00,000	34
Outstanding at the end of the period	**1,012**

31 Dec 2024

Range of exercise price :	Options outstanding at the end of the period
INR 10	4
INR 66,000 to INR 1,00,000	288
INR 1,00,001 to INR 5,00,000	603
INR 5,00,001 to INR 6,00,000	34
Outstanding at the end of the period	**929**

31 March 2024

Range of exercise price :	Options outstanding at the end of the period
INR 10	9
INR 66,000 to INR 1,00,000	458
INR 1,00,001 to INR 5,00,000	667
INR 5,00,001 to INR 6,00,000	38
Outstanding at the end of the period	**1,172**

31 March 2023

Range of exercise price :	Options outstanding at the end of the period
INR 10	31
INR 66,000 to INR 1,00,000	532
INR 1,00,001 to INR 5,00,000	685
Outstanding at the end of the period	**1,248**

(Amounts in INR Million, unless otherwise stated)

SEDEMAC 2025 Scheme

31 December 2025

Range of exercise price :	Options outstanding at the end of the period
INR 400 to INR 500	2,44,500
Outstanding at the end of the period	**2,44,500**

D Expense recognised in statement of profit and loss

The expense recognised for employee services received during the period/year is shown in the following table :

Particulars	31 December 2025	31 March 2025	31 March 2024	31 March 2023
Expense arising from equity settled share-based payment	9.09	10.36	16.16	25.68

(Amounts in INR Million, unless otherwise stated)

45 Segment information

(a)

(i) Basis of segmentation

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's joint managing director who is also CODM to make decisions about resources to be allocated to the segments and assess their performance.

The Company has the following two strategic divisions, which are its reportable segments. These divisions offer different products and are managed separately because they require different technology and marketing strategies.

The following summary describes the operations in each of the Company's reportable segments:

Reportable segments	**Operations**
Mobility	motor control technology, transmission controls which consists of integrated starter generator, electronic fuel injection, automated manual transmission and motor control unit and electrification control units used in various electric bicycles and electric vehicles
Industrial	small powertrain engine controls which consists of genset control units, engine control units, electronics governors, control panels and actuators

(ii) Information about reportable segments

Information related to each reportable segment is set out below. Segment profit before tax is used to measure performance because management believes that such information is the most relevant in evaluating the results of the certain segments relative to other entities that operate in the same industries.

	Reportable segments			
Nine months ended 31 December 2025	**Mobility**	**Industrial**	**Unallocable**	**Total**
Segment revenue from operations	6,521.78	1,184.87	-	7,706.65
Segment other income	1.90	0.38	44.13	46.41
Segment expenditure	5,670.18	1,006.08	369.30	7,045.56
Segment profit / (loss)	**853.50**	**179.17**	**(325.17)**	**707.50**
Profit /(loss) after tax				**707.50**

	Reportable segments			
Nine months ended 31 December 2025	**Mobility**	**Industrial**	**Unallocable**	**Total**
Segment assets	5,784.71	819.00	156.40	6,760.11
Segment liabilities	3,095.47	533.39	3,131.25	6,760.11
Other segment information				
Capital Expenditure during the period	846.34	177.60	-	1,023.94
Interest income	1.87	0.39	4.01	6.27
Finance cost	65.99	6.20	-	72.19
Depreciation and amortization expenses	376.42	79.40	-	455.82
Loss on impairment of Intangible Assets				-
Income tax expense	-	-	363.70	363.70

(Amounts in INR Million, unless otherwise stated)

	Reportable segments			
Year ended 31 March 2025	**Mobility**	**Industrial**	**Unallocable**	**Total**
Segment revenue from operations	5,641.32	942.31	-	6,583.63
Segment other income	9.71	1.84	30.18	41.73
Segment expenditure	5,104.60	847.05	208.21	6,159.86
Segment profit / (loss)	**546.43**	**97.10**	**(178.03)**	**465.50**
Profit /(loss) after tax				**465.50**

	Reportable segments			
Year ended 31 March 2025	**Mobility**	**Industrial**	**Unallocable**	**Total**
Segment assets	4,038.15	438.14	435.30	4,911.59
Segment liabilities	2,552.57	467.21	1,891.81	4,911.59
Other segment information				
Capital Expenditure during the year	803.82	112.64	-	916.46
Interest income	2.07	0.34	6.47	8.88
Finance cost	107.32	12.98		120.30
Depreciation and amortization expenses	370.63	82.76	-	453.39
Loss on impairment of Intangible Assets	44.88	5.54	-	50.42
Income tax expense	-	-	204.51	204.51

	Reportable segments			
Year ended 31 March 2024	**Mobility**	**Industrial**	**Unallocable**	**Total**
Segment revenue from operations	4,544.40	762.13	-	5,306.53
Segment other income	29.30	1.94	21.19	52.43
Segment expenditure	4,550.62	722.57	30.06	5,303.25
Segment profit / (loss)	**23.08**	**41.50**	**(8.87)**	**55.71**
Profit /(loss) after tax				**55.71**

	Reportable segments			
Year ended 31 March 2024	**Mobility**	**Industrial**	**Unallocable**	**Total**
Segment assets	3,365.42	597.75	59.24	4,022.41
Segment liabilities	2,377.25	467.71	1,177.45	4,022.41
Other segment information				
Capital Expenditure during the year	645.63	104.46	-	750.09
Interest income	4.14	0.79	-	4.93
Finance cost	331.88	52.60	-	384.48
Depreciation and amortization expenses	284.78	73.85	-	358.63
Loss on impairment of Intangible Assets	9.23	1.52	-	10.75
Income tax expense	-	-	28.09	28.09

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	Reportable segments			
Year ended 31 March 2023	**Mobility**	**Industrial**	**Unallocable**	**Total**
Segment revenue from operations	3,399.83	830.45	-	4,230.28
Segment other income	23.29	45.09	-	68.38
Segment expenditure	3,478.51	742.77	(6.42)	4,214.86
Segment profit / (loss)	**(55.39)**	**132.77**	**6.42**	**83.80**
Profit /(loss) after tax				**83.80**

	Reportable segments			
Year ended 31 March 2023	**Mobility**	**Industrial**	**Unallocable**	**Total**
Segment assets	1,654.27	1,635.87	22.61	3,312.75
Segment liabilities	1,598.01	587.82	1,126.92	3,312.75
Other segment information				
Capital Expenditure during the year	460.49	80.82	-	541.31
Interest income	4.46	1.61	-	6.07
Finance cost	128.19	32.25	-	160.44
Depreciation and amortization expenses	237.29	64.60	-	301.89
Loss on impairment of Intangible Assets	0.14	0.04	-	0.18
Income tax expense / (income)	-	-	(6.40)	(6.40)

(Amounts in INR Million, unless otherwise stated)

(b) Geographical information

	Revenue*				Non-current assets**			
	31 December 2025	**31 March 2025**	**31 March 2024**	**31 March 2023**	**31 December 2025**	**31 March 2025**	**31 March 2024**	**31 March 2023**
India	6,997.41	6,129.27	5,003.42	3,990.88	3,316.93	2,558.03	2,165.56	1,873.36
Europe	25.05	76.00	176.50	66.94		-	-	-
North America	665.52	372.29	125.71	171.27		-	-	-
Rest of the world	18.67	6.07	0.90	1.19		-	-	-

* Revenue by geographical area are based on the geographical location of the customer.
** Non-current assets excludes financial instruments and tax assets and are determined for the Company as a whole.

(c) Combined revenue from one external customer group having more than 10% each of the Company's total revenue amounting to INR 5,816.71 million (31 March 2025 : INR 5,330.33 million, 31 March 2024: INR 4,434.80 million, 31 March 2023: INR 3,357.32 million).

46 Disclosure in respect of Research and Development activities as per the requirements of Department of Scientific and I

The Company has an in-house Research and Development center which is approved by Department of Scientific and Industrial Research (prescribed authority) with effect from 24th May 2017 as per approval letter dated 28th June 2017, reference number TU/IV-RD/4178/2017. The same recognition as an in-house Research and Development center is extended further till 31st March 2026, as per the letter from the prescribed authority, dated 28th December 2023, reference number TU/IV-RD/4178/2023.

The Company has identified the following as expenditure on research and development eligible u/s 35(2AB) of the Income Tax Act, 1961

Particulars	**31 December 2025**	**31 March 2025**	**31 March 2024**	**31 March 2023**
Capital expenses	312.92	292.71	377.19	295.51
Revenue expenses	225.34	151.29	127.68	139.52
	538.26	**444.00**	**504.87**	**435.03**

47 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold needs to spend at least 2% of its average net profit for the immediately preceding three financial year on corporate social responsibility (CSR) activities.

	Particulars	**For the nine months ended 31 December 2025**	**For the year ended 31 March 2025**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**
a)	Gross Amount required to be spent by the Company during the period/year	60.00	3.47	1.78	0.25

(Amounts in INR Million, unless otherwise stated)

b) Amount spent during the period/year

	For the nine months ended 31 December 2025		
	In cash	**Yet to be paid in cash**	**Total**
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above:	-	60.00	60.00

	For the year ended 31 March 2025		
	In cash	**Yet to be paid in cash**	**Total**
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above:	3.60	-	3.60

	For the year ended 31 March 2024		
	In cash	**Yet to be paid in cash**	**Total**
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above:	1.80	-	1.80

	For the year ended 31 March 2023		
	In cash	**Yet to be paid in cash**	**Total**
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above:	0.30	-	0.30

c) Details related to spent / unspent obiligations :

	For the nine months ended 31 December 2025	**For the year ended 31 March 2025**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**
i) Contribution to Public Trust	60.00	3.60	1.80	0.30
ii) Contribution to Charitable Trust	-	-	-	-
iii) Unspent amount in relation to :				
- Ongoing project	-	-	-	-
- Other than ongoing project	-	-	-	-

	For the nine months ended 31 December 2025	**For the year ended 31 March 2025**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**
Nature of activities	Promotion of education, health care facilities for women, orphans, old day homes and day care centres, environment sustainability and protection of flora and fauna.	Promotion of education, health care facilities for women, orphans, old day homes and day care centres, environment sustainability and protection of flora and fauna.	Promotion of education, health care facilities for women, orphans, old day homes and day care centres, environment sustainability and protection of flora and fauna.	Promotion of education, health care facilities for women, orphans, old day homes and day care centres, environment sustainability and protection of flora and fauna.

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Details of other than ongoing project :

For the nine months ended 31 December 2025 : (INR in million)

In case of S. 135(6) (Ongoing Project)				
Opening balance	**Amount deposited in Specified Fund of Sch VII within 6 months**	**Amount required to be spent during the period**	**Amount spent during the period**	**Closing balance**
(0.15)	-	60.00	0.00	59.85

For the year ended 31 March 2025 : (INR in million)

In case of S. 135(6) (Ongoing Project)				
Opening balance	**Amount deposited in Specified Fund of Sch VII within 6 months**	**Amount required to be spent during the year**	**Amount spent during the year**	**Closing balance**
(0.02)	-	3.47	3.60	(0.15)

For the year ended 31 March 2024 : (INR in million)

In case of S. 135(6) (Ongoing Project)				
Opening balance	**Amount deposited in Specified Fund of Sch VII within 6 months**	**Amount required to be spent during the year**	**Amount spent during the year**	**Closing balance**
-	-	1.78	1.80	(0.02)

For the year ended 31 March 2023 : (INR in million)

In case of S. 135(6) (Ongoing Project)				
Opening balance	**Amount deposited in Specified Fund of Sch VII within 6 months**	**Amount required to be spent during the year**	**Amount spent during the year**	**Closing balance**
-	-	0.25	0.30	(0.05)

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48 Key Financial Ratios

S No.	Ratio	Numerator	Denominator	31 December 2025	31 March 2025	Change	% Change	Explanation for variance
1	Current Ratio	Current assets	Current Liabilities	1.61	1.45	0.16	11.03%	Not applicable
2	Debt – Equity Ratio	Total debt[(a)]	Shareholder's Equity	0.17	0.21	(0.04)	-18.45%	Not applicable
3	Debt Service Coverage Ratio	Earnings available for debt service[(b)]	Debt service[(c)] = Interest on term loan from banks + Principal repayments	3.37	1.41	1.96	138.59%	Refer note (i) below
4	Return on Equity (ROE):	Net profits after taxes	Average Shareholder's Funds	20.03%	22.01%	(0.02)	-8.99%	Refer note (i) below
5	Trade receivables	Revenue from	Average trade receivables	8.24	18.55	(10.31)	-55.57%	Refer note (i) below
6	Trade payables turnover ratio	Purchase of goods and other expenses	Average trade payables[(e)]	4.78	5.78	(1.00)	-17.33%	Refer note (i) below
7	Net capital turnover ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities excluding short term borrowings)	6.08	9.95	(3.87)	-38.89%	Refer note (i) below
8	Net profit ratio	Net profit after tax	Revenue from operations	9.28%	0.07	0.02	29.83%	Refer note (i) below
9	Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed[(d)]	32.52%	33.79%	(0.01)	-3.76%	Refer note (i) below
10	Return on Investment	Income generated from investments[(f)]	Invested Funds					
	Quoted			5.54%	6.50%	(0.01)	-14.81%	Refer note (i) below
	Unquoted			4.70%	6.63%	(0.02)	-29.11%	Refer note (i) below
11	Inventory Turnover Ratio	Cost of goods sold	Average Inventory	3.36	3.25	0.11	3.47%	Refer note (i) below

(i) The restated financial information for the current period are from 01 April 2025 to 31 December 2025 and hence are not comparable with the numbers disclosed as comparatives which are for a period of twelve months from 01 April 2024 to 31 March 2025.

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S No.	Ratio	Numerator	Denominator	31 March 2025	31 March 2024	31 March 2023	Change from 31 March 2024 to 31 March 2025	Change from 31 March 2023 to 31 March 2024	% Of change (31 March 2024 to 31 March 2025)	% Of change (31 March 2023 to 31 March 2024)
1	Current Ratio	Current assets	Current Liabilities	1.45	0.75	0.77	0.70	-0.03	94.06%	-3.42%
2	Debt – Equity Ratio	Total debt[(a)]	Shareholder's Equity	0.21	1.37	1.16	-1.16	0.21	-84.52%	17.82%
3	Debt Service Coverage Ratio	Earnings available for debt service[(b)]	Debt service[(c)] = Interest on term loan from banks + Principal repayments	1.41	1.91	1.19	-0.50	0.73	-26.10%	61.22%
4	Return on Equity (ROE):	Net profits after taxes	Average Shareholder's Funds	22.01%	4.92%	7.84%	17.09%	-2.92%	347.72%	-37.30%
5	Trade receivables turnover ratio	Revenue from operations	Average trade receivables	18.55	25.10	26.93	-6.55	-1.82	-26.10%	-6.76%
6	Trade payables turnover ratio	Purchase of services and other expenses	Average trade payables[(e)]	5.78	5.69	6.20	0.08	-0.51	1.49%	-8.20%
7	Net capital turnover ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities excluding short term borrowings)	9.95	-9.68	-11.75	19.63	2.08	-202.87%	-17.68%
8	Net profit ratio	Net profit after tax	Revenue from operations	7.15%	0.01	2.03%	6.04%	-0.92%	545.10%	-45.34%
9	Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed[(d)]	33.79%	28.87%	17.51%	4.92%	11.37%	17.04%	64.93%
10	Return on Investment	Income generated from investments[(f)]	Invested Funds							
	Quoted			6.50%	0.00%	0.00%	NA	NA	NA	NA
	Unquoted			6.63%	6.32%	5.89%	0.31%	0.43%	4.89%	7.31%
11	Inventory Turnover Ratio	Cost of goods sold	Average Inventory	3.25	3.49	3.35	-0.25	0.15	-7.03%	4.37%

Notes:

a. Debt includes current and non-current lease liabilities.

b. Earnings available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + interest + other adjustments like loss on sale of fixed assets etc.

c. Debt service includes lease payments for the year. It excludes working capital repayment (if any) during the period/ye

d. Capital Employed = Tangible net worth + Total debt

e. Trade payables include provision for expenses.

f. Income generated from investments include interest income, net gain on sale of investments and net fair value gain.

Reasons for variance more than 25%

31 March 2025

S No.	Ratio	Reason for variance
1	Current Ratio	Variance on account of increase in investments in mutual funds, trade receivables and decrease in short-term borrowings and conversion of compulsory convertible preference shares.
2	Debt – Equity Ratio	Variance on account of repayment of borrowings, increase in securities premium due to issue of shares and conversion of compulsory convertible preference shares and increase in net profits during the year.
3	Debt Service Coverage ratio	Variance on account of repayment of logn-term and short term borrowings and increase in net profits during the year.
4	Return on Equity (ROE)	Variance on account of increase in Company's revenue from operations in current financial year and increase in net profit by 96.02%, increase in networth is due to increase in securities premium on account of issue of shares and conversion of compulsory convertible preference shares during the year
5	Trade receivables turnover ratio	Variance on account of increase in trade receivables and increase in Company's revenue from operations during the year.
6	Net capital turnover ratio	Variance on account of increase in working capital. Increase in working capital is due to increase in investments in mutual funds, trade receivables and decrease in short-term borrowings and conversion of compulsory convertible preference shares.
7	Net profit ratio	Variance on account of increase in net profit during the year. Increase in net profit is due to increase in revenue from operations and decrease in finance cost during the year.

31 March 2024

S No.	Ratio	Reason for variance
1	Debt Service Coverage Ratio	Variance on account of increase in interest expense, non-cash operating expenses and repayment of short-term borrowings during the year.
2	Return on Equity (ROE):	Variance on account of decrease in net profits during the year. Decrease in net profit is due to increase in employee benefit expense and impairment of intangible assets.
3	Net profit ratio	Variance on account of decrease in net profits and increase in revenue from operations during the year. Decrease in net profit is due to increase in employee benefit expense and impairment of intangible assets.
4	Return on capital employed (ROCE)	Variance on account of increase in revenue from operations and earnings before interest and tax on account of increase in interest expense and increase in borrowings during the year. Increase in borrowings is mainly on account of increase in fair value of debt component of compulsory convertible preference shares.

49 Impact of New Labour Codes: Effective 21 November 2025, The Government of India has consolidated multiple existing labour legislations into a unified framework comprising four Labour Codes collectively referred to as the 'New Labour Codes'. Under Ind AS 19, changes to employee benefit plans arising from legislative amendments constitute a plan amendment, requiring recognition of past service cost immediately in the statement of profit and Loss.

The New Labour Codes has resulted in estimated one time increase in provision for employee benefits of the Company of INR 8.48 million and the same has been recognized as an employee benefit expense in the current reporting period. The Government is in the process of notifying related rules to the New Labour Codes and impact of these will be evaluated and accounted for in accordance with applicable accounting standards in the period in which they are notified.

50 Other Statutory Information

a. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

b. The Company does not have any transactions with companies struck off.

c. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

d. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial period/year.

e. The Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

f. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

g. The Company have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period/year in the tax assessments under the Income Tax Act, 1961.

h. The Company is not declared wilful defaulter by any bank or financial Institution or government or any government authority.

i. Compliance with number of layer of companies as per Companies Act, 2013 - The Company does not hold any investments in subsidiaries, joint ventures and associates accordingly provisions prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 are not applicable to the Company.

j. The Company has not entered into any scheme of arrangement which has an accounting impact on current financial period/year.

k. The Company has not revalued its Property, Plant and Equipment (including Right- of- Use Assets) or Intangible assets or both during the current and previous financial period/year.

l. The Company has used the borrowings from financial institutions for the specific purpose for which it was taken at the balance sheet date.

m. The Company has been sanctioned working capital limits from banks or financial institutions on the basis of security of current assets, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with books of accounts of Company.

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(a) The Company maintains its books of account in electronic mode and these books of accounts are accessible in India at all times. It uses 'Infor LN" software for maintaining its books of accounts. Data for these software are backed up on daily basis on servers located in India as required under Rule 3(5) of Companies (Accounts) Rules, 2014.

(b) The Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the period/year for all relevant transactions recorded in the software except:
-The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes;
-The feature of recording audit trail (edit log) facility was not enabled for certain tables at the application layer of the accounting software used for maintaining books of accounts relating to Revenue and Receivables, Purchases and payables and Payroll;
-the authorised privileged user(s) had rights to make changes to the audit trail feature. However, the edit logs for changes made to the audit trail feature were not available, and hence, we are unable to determine whether changes to the audit trail feature were made during the year. Consequently, the Company is unable to comment whether there were any instances of the audit trail feature being tampered with.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

For and on behalf of the Board of Directors of
SEDEMAC Mechatronics Limited
(Formerly know as SEDEMAC Mechatronics Private Limited)
(CIN : U29253PN2007PLC246956)

Kalpesh Khandelwal
Partner
Membership No : 133124
Place: Pune
Date: 16 February 2026

Prof. Shashikanth Suryanarayanan
Managing Director
DIN : 01269904
Place: Lisbon
Date: 16 February 2026

Amit Arun Dixit
Joint Managing Director
DIN: 01288169
Place: Pune
Date: 16 February 2026

Rajesh Madhukar Sheth
Chief Financial Officer
Place: Pune
Date: 16 February 2026

Prasad Rajendra Chavan
Company Secretary & Compliance Officer
Place: Pune
Date: 16 February 2026

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations derived from our Restated Financial Information are given below:

Particulars	As at and for the nine months period ended December 31, 2025	As at and for the Financial Year ended		
		March 31, 2025	March 31, 2024	March 31, 2023
Earnings per equity share (nominal value of ₹ 10) (nine months ended earning per share not annualised)				
Basic (₹)	16.59	10.93	1.45	2.12
Diluted (₹)	16.35	10.82	1.39	2.04
Profit for the period/year (in ₹ million)	714.98	470.45	58.78	85.73
Total equity (in ₹ million)	4,104.80	3,033.81	1,241.22	1,150.25
Net Worth (in ₹ million)	4,112.28	3,038.76	1,244.29	1,152.18
RoNW (%)	17.39%*	15.48%	4.72%	7.44%
Net Asset Value per Equity Share of face value ₹10 each (in ₹)	94.02	71.57	30.57	28.45
EBITDA (in ₹ million)	1,610.71	1,250.68	831.24	542.40

**Not annualised*

Notes:

1) *Basic Earnings per equity share (₹) = Net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources.*
2) *Diluted Earnings per equity share (₹) = Net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of potential equity shares outstanding during the period/year, adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources.*
3) *Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, net worth has been computed as a sum of equity share capital, equity component of compulsorily convertible preference shares, reserves and surplus as of the last day of relevant period/year minus other comprehensive expense for the period/year.*
4) *RoNW (%) is calculated as profit for the period/year divided by Net Worth.*
5) *Net Asset Value per Equity Share is calculated as Net Worth divided by total of number of equity shares outstanding as at the end of period/year and Number of Compulsorily Convertible Preference Shares outstanding as at the end of period/year. Denominator is adjusted for bonus issue that has changed the number of equity shares outstanding, without a corresponding change in resources.*
6) *EBITDA is calculated as profit for the period/year plus finance costs, depreciation and amortization expense plus total tax expense.*

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for the nine months ended December 31, 2025, and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 (collectively, the "**Audited Financial Statements**") are available on our website at http://www.sedemac.com/investors/financial-information/financial-performance, in accordance with the applicable provisions in this regard under SEBI ICDR Regulations.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and the reports thereon do not constitute, (i) a part of this 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. The Audited Financial Statements 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 BRLMs or the Selling Shareholders, nor any of their respective employees, directors, trustees, limited partners, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Non-GAAP Financial Measures

This section includes certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, "**Non-GAAP Measures**" and each a "**Non-GAAP Measure**"). These Non-GAAP Measures are not required by or presented in accordance with Ind AS.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation of Non-GAAP measures

For details regarding reconciliation of the Non-GAAP financial measures included in this Red Herring Prospectus, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – NON-GAAP MEASURES*" on page 441.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards, *i.e.*, Ind AS 24 - Related Party Disclosures, read with the SEBI ICDR Regulations for the nine months ended December 31, 2025, and for the Fiscals ended March 31, 2025, March 31, 2024 and March 31, 2023 and as reported in the Restated Financial Information, see "*Restated Financial Information – Notes forming part of the Restated Financial Information – Note 43 – Related party disclosures*" on page 409.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey our management's perspective on our financial condition and results of operations included in the Financial Statements.

Please read "Certain Conventions, Presentation of Financial, Industry and Market Data - Financial Data" on page 28 before reading this section. This section should be read together with "Risk Factors", "Industry Overview", "Our Business", "Other Financial Information" and "Restated Financial Information" on pages 33, 158, 246, 427 and 311, respectively.

This section contains forward-looking statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. See "Forward-Looking Statements" on page 32 for a discussion of the risks and uncertainties related to those statements and "Risk Factors" on page 33 for a discussion of certain factors that may affect our business, financial condition, results of operations or cash flows.

Unless stated otherwise, all financial information in this section is based on or derived from the Restated Financial Information included on page 311 of this Red Herring Prospectus. Our Company's financial year ends on March 31 of every year, so all references to a particular Fiscal are to the twelve-month period ended March 31 of that year. Furthermore, this Red Herring Prospectus also includes our financial information derived from the Restated Financial Information as at and for the nine months ended December 31, 2025. These figures are not directly comparable to our full-year financial information and results of operations.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled, "Industry assessment for control technologies used in automotive, generator and power tools industry" ("**CRISIL Report**") dated February 2026, prepared and issued by CRISIL Intelligence, which has been commissioned and exclusively paid for by us pursuant to an engagement letter dated April 22, 2025, read with addendum letter dated February 16, 2026 and prepared exclusively in connection with the Offer. The CRISIL Report is available at the following web-link: https://www.sedemac.com/investors/financial-information/financial-performance. 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 year. For further information, see "Risk Factors – Internal Risks - This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL Intelligence, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks." on page 69.*

OVERVIEW

For details in relation to an overview of our business, see "*Our Business*" on page 246.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition, results of operations and cash flows are affected by a number of factors, including the following:

Sustained, robust profitable revenue growth

Our sustained, robust revenue growth is a key driver of our profitability and capital efficiency. Revenue from operations increased at a CAGR of 24.75% from ₹4,230.28 million in Fiscal 2023 to ₹6,583.63 million in Fiscal 2025, and reached ₹7,706.65 million for the nine months ended December 31, 2025. Notably, our revenue for the nine months ended December 31, 2025 was more than our Fiscal 2025 revenue from operations. Our profit for the period/year increased at a CAGR of 134.26% from ₹85.73 million in Fiscal 2023 to ₹470.45 million in Fiscal 2025, and reached ₹714.98 million for the nine months ended December 31, 2025, reflecting both revenue from operations growth and operational leverage.

This strong topline expansion has supported material improvements in margins and returns. Our profit for the year increased from ₹85.73 million during Fiscal 2023 to ₹470.45 million during Fiscal 2025, with our profit for the year margin increasing from 2.03% in Fiscal 2023 to 7.15% in Fiscal 2025. For the nine months ended December 31, 2025, our profit for the period was ₹714.98 million while our profit for the period margin was 9.28%. These profitability gains reflect operating leverage benefits as our business scales, improved product mix, and enhanced operational efficiency.

Margin expansion and cash flow generation through cost efficiency and strong market position

Our ability to develop and integrate proprietary technology and maintain full control across design, engineering, and manufacturing has enabled us to consistently deliver products with strong and improving margins. Our differentiated, first-to-market offerings allow us to sustain prices while driving widespread adoption, resulting in revenue from operations growth of

24.07% to ₹6,583.63 million in Fiscal 2025 compared to ₹5,306.53 million for Fiscal 2024, and accelerating further to ₹7,706.65 million during the nine months ended December 31, 2025.

Importantly, our disciplined control on cost of goods sold ("**COGS**") has significantly enhanced profitability. COGS as a percentage of total income declined from 67.74% in Fiscal 2024 to 61.98% in Fiscal 2025 and further to 61.16% during the nine months ended December 31, 2025, inherently meaning that less of each rupee earned is being spent on direct production costs. This improvement reflects effective procurement strategies, scale-driven efficiencies from higher sales volumes, synergies across our product lines.

The expanding margin trajectory is evident in our EBITDA Margin (%), which has improved from 12.82% in Fiscal 2023 to 15.66% in Fiscal 2024 and 19.00% in Fiscal 2025, before reaching 20.90% during the nine months ended December 31, 2025. In absolute terms, EBITDA increased from ₹542.40 million in Fiscal 2023 to ₹1,250.68 million in Fiscal 2025, representing a CAGR of 51.85%. This momentum has continued during the nine months ended December 31, 2025, with EBITDA reaching ₹1,610.71 million.

Consistently strong EBITDA generation has contributed to robust operating cash flows, enabling continued investment in research and innovation while also providing greater financial flexibility to pursue new growth opportunities. Collectively, these results highlight our commitment to sustainable, profitable growth and reinforce confidence in our focus on developing fundamental technologies.

Capital efficiency and high returns

Our approach centers on disciplined investment and seamless operational integration. This strategy consistently delivers high returns on capital. Despite robust revenue growth and an expanding business footprint, we have maintained a comparatively low level of capital employed, underscoring our efficiency in asset deployment.

Our RoCE (%) has shown strong improvement, increasing from 17.51% as at March 31, 2023 to 28.87% as at March 31, 2024 and further to 33.79% as at March 31, 2025. This upward trajectory has continued, with RoCE (%) reaching 32.52% as at December 31, 2025. Notably, our earnings before interest and tax ("**EBIT**") increased to ₹1,154.89 million for the nine months ended December 31, 2025, while capital employed increased at a significantly lower rate to ₹3,551.12 million. This disproportionate growth, where earnings are growing substantially faster than the capital required to generate them, demonstrates our ability to deliver differentiated, fundamental technology solutions that support strong pricing, enable scalable operations, and promote broad adoption driving sustained growth and superior margin expansion.

High RoCE (%) underscores our disciplined approach to deploying capital efficiently and maximizing returns on investments. Our consistent capital productivity demonstrates prudent resource management and a strong capacity to sustain long-term growth across market cycles.

Capital efficiency is fundamentally defined by achieving high EBIT on a low level of invested capital. The primary enabler of both has been our sustained focus on developing and scaling products built on difficult-to-replicate, fundamental technologies. These proprietary platforms enable strong pricing power to support above-market EBITDA margins and greatly enhance capital productivity. When successful, fundamental technology can yield outsized returns thanks to widespread adoption and lower direct competition, making our results not just a matter of operational discipline but also of distinct technological differentiation.

Our operational discipline, combined with differentiated technology and scalable platforms, continues to deliver sustained high returns for shareholders and robust capital efficiency across the business.

Balance sheet strength and disciplined leverage

A key factor supporting our stability and growth is our conservative approach to balance sheet management. We have consciously kept long-term debt at modest levels, with our Debt – Equity Ratio moving from 1.16 as of March 31, 2023 to 1.37 as of March 31, 2024 and decreasing to to 0.21 as of March 31, 2025. Our Debt – Equity Ratio was 0.17 as of December 31, 2025.

This improvement reflects our equity base, which was ₹4,104.80 million as of December 31, 2025, and our debt management, with total debt remaining relatively stable at ₹710.10 million as of December 31, 2025. The reduction in leverage from 1.37 as of March 31, 2024 to 0.17 as of December 31, 2025 represents a 87.59% improvement in our Debt – Equity Ratio over this period, highlighting our commitment to balance sheet strength as we scale operations.

This low level of leverage highlights financial resilience, allowing us to withstand periods of supply chain disruption, macroeconomic volatility, and invest steadily in technology and capacity expansion without dependency on external financing. Our strong cash flow position, together with disciplined capital allocation, ensures ample funding for strategic initiatives while safeguarding against risk, thereby enhancing our reputation as a reliable partner to original equipment manufacturers and facilitating further expansion into new markets.

MATERIAL ACCOUNTING POLICIES

The following are the material accounting policies applied by our Company for preparing our financial statements:

Revenue recognition

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer. Amounts disclosed as revenue are net of Goods and Service Tax (GST).

Sale of goods

Revenue from sale of goods is recognised at the point in time when the related performance obligation is satisfied, which is generally on delivery of the goods. The normal credit term is 45 to 60 days upon delivery. The Company 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 (for example, warranties). In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer, if any.

Supply of toolings is considered as a separate performance obligation. This obligation is satisfied on billing after approval of the product(s) by the customer. The revenue is recognised at point in time and at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Variable consideration

If the consideration in a contract includes a variable amount (such as turnover discounts), the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The estimate of variable consideration for expected future volume rebates/incentives, cash discounts and so on is made on the most likely amount method. Revenue is disclosed net of such amounts.

Significant financing component

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115 Revenue from Contracts with Customers, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Warranty obligations

The Company typically provides warranties for general repairs of defects as per terms of the contract with customers. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Sale of services

Income from services is recognised on the basis of time/work completed as per contract with the customers. The Company collects taxes on services (where applicable) on behalf of the government and, therefore, they are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

Royalty income is recognised on the basis of number of units manufactured by the ultimate customer to whom products have been offered on royalty per unit basis.

Revenue from job work services is recognised in the accounting period in which the services are rendered.

Interest income

Interest income is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortised cost of the financial liability.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.
Interest income is included in Other Income in the statement of Profit and Loss.

Contract balances

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer.

A contract liability is recognised if a payment is received from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e. transfers control of the related goods or services to the customer).

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer, including volume rebates and discounts. The Company updates its estimates of refund liabilities at the end of each reporting period.

Taxes

Tax expense comprises current tax and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (in equity or other comprehensive income respectively). Current tax items are recognised in correlation to the underlying transaction either in FVOCI (fair value through other comprehensive income) 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 considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company reflects the effect of uncertainty for each uncertain tax treatment by using either the most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- Temporary differences on the initial recognition of assets or liabilities in a transaction that:
    - is not a business combination; and
    - at the time of the transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give rise to equal taxable and deductible temporary differences; and
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property is presumed to be recovered through sale.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Property, plant and equipment and depreciation of property, plant and equipment

All items of property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes purchase price, the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met and directly attributable to bringing the asset to its location and condition necessary for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met and if the amount is material.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all property, plant, and equipment recognised at April 1, 2023, measured as per previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

Gains or losses arising from derecognition of property, plant, and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised. Subsequent expenditure related to an item of tangible asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including routine repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

The Company identifies and determines the cost of each component/part of the asset separately, if the component/part of the asset has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property, plant and equipment under construction or installation as at balance sheet date is shown as capital work in progress and is stated at cost, net of accumulated impairment loss, if any. Further, the related advances are shown under non-current assets.

Depreciation on property, plant, and equipment is calculated on a written down value method over the estimated useful lives of the assets as determined by Schedule II/Independent chartered engineer. Based on the report of an independent valuer and internal assessment, certain useful lives as below are believed to best represent the period over which the assets are expected to be used. Hence, the useful life for these assets are different from the useful lives as prescribed under Part C of Schedule II of The Companies Act 2013.

Property, plant and equipment	Life as per Schedule II	Management Estimate
Computers	3–6 years	3 years
Plant and equipment	15–50 years	15 years
Furniture and fixtures	10 years	10 years
Vehicles	8–10 years	8 years
Office equipment	5 years	5 years
Jigs and fixtures	5 years	3 years
Buildings	15–50 years	30 years
Electrical installation	10 years	10 years

The residual values, useful lives, and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The Company reviews the estimated residual values and expected useful lives of assets at least annually. In particular, the Company considers the impact of health, safety, and environmental legislation in its assessment of expected useful lives and estimated residual values.

Pro-rated depreciation is provided on all assets purchased or sold during the year.

Leasehold improvements are depreciated over the primary period of lease, on a straight-line basis.
An item of property, plant, and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Intangible assets and amortization of intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Research costs are charged to the statement of profit and loss in the year in which they are incurred. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life of the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all intangible assets recognised at April 1, 2023, measured as per previous GAAP and use that carrying value as the deemed cost of such intangible assets.

Computer software

Software is amortised over a period of five years.

Research and development

Research costs are expensed as incurred. Development costs on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale.
- Its intention to complete and its ability and intention to use or sell the intangible asset.
- How the intangible asset will generate future economic benefits.
- The availability of resources to complete the intangible asset.
- The ability to measure reliably the expenditure during development.

Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. During the period of development, the asset is tested for impairment annually. Capitalised development costs are amortised over the underlying project life, which is generally five years.

Leases

The Company assesses at contract inception whether a contract is or contains a lease under Ind AS 116 *Leases*. 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. The Company's lease asset classes primarily consist of the lease of buildings or premises.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments, and right-of-use (ROU) assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (the date when 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 assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

Lease liabilities

At the commencement date of the lease, the Company 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. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (for example, changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (those leases that have a lease term of twelve months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Inventories

Inventories, which comprise raw materials, work-in-progress and finished goods, are carried at the lower of cost and net realisable value. Cost of inventories comprises all costs of purchase, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition.
In determining the cost, the first-in, first-out method is used. In the case of manufactured inventories and work-in-progress, cost includes fixed production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials 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 realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements unless the possibility of an outflow embodying economic benefits is remote.

Provisions, contingent liabilities, and commitments are reviewed by management at each balance sheet date.

Employee benefits

Defined contribution plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, the excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company'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 Company, 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 ('the asset ceiling'). To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Gratuity

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on the projected unit credit method at the end of each financial year. Remeasurements, comprising actuarial gains and losses and the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. The Company does not have any planned assets.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment, and the date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Compensated absences

Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit. The Company 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. The Company recognises the expected cost of short-term employee benefit as an expense, when an employee renders the related service. The Company treats accumulated leave expected to be carried forward beyond twelve months as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains or losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet since the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Short-term employee benefits

Short-term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Company 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.

Share-based payment

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets are classified and subsequently measured at amortised cost, fair value through other comprehensive income ("**FVOCI**"), and fair value through profit or loss ("**FVTPL**"). The classification of financial assets depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section d. Revenue from contracts with customers.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through FVOCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

A financial asset is measured at amortised cost if both the following conditions are met:

1. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
2. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. 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 amortization is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes trade receivables, and loan to an associate and loan to a director included under other non-current financial assets.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when: (i) The rights to receive cash flows from the asset have expired, or (ii) The Company 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 Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company 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 Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all financial assets not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next twelve months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL). For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Company considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held), or the financial asset is more than ninety days past due.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified as measured at amortised cost or at fair value through profit or loss. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative financial instrument entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 *Financial Instruments* or it is designated as such on initial recognition.

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.
The Company's financial liabilities include borrowings, trade payables, lease liabilities and other financial liabilities. These are subsequently measured at amortised cost.

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 or losses attributable to changes in own credit risk are recognised in other comprehensive income. These gains or losses are not subsequently transferred to profit or loss. However, the Company 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 and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (loans and borrowings)

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the contractual obligation is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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 the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issues, bonus element in a rights issue, share splits, and reverse share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The CODM is responsible for allocating resources and assessing performance of the operating segments. The joint managing director of the Company takes decisions in respect of allocation of resources and assessment of performance and hence, is considered to be the CODM of the Company.

Government grants

Grants from the government are recognised at their fair value when there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate and are presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in current and non-current liabilities as deferred income and are credited to profit or loss on a systematic basis over the expected lives of the related assets, presented within other income.

Export benefits in the nature of duty drawback are recognised in the statement of profit and loss in the year of exports based on eligibility or expected eligibility, duly considering the entitlements as per policy, industry-specific developments, interpretations arising out of judicial or regulatory proceedings where applicable, management assessment, and when there is no uncertainty in receiving the same.

Export benefits in the nature of Merchandise Exports from India Scheme (MEIS) under Foreign Trade Policy are recognised in the statement of profit and loss when there is no uncertainty in receiving or utilising the same, taking into consideration the prevailing regulations.

There are no unfulfilled conditions attached to the government grant.

Compound financial instruments

Compound financial instruments issued by the Company comprise compulsory convertible preference shares denominated in Indian rupees that convert into a fixed number of equity shares after twenty years from the date of allotment or upon the occurrence of a qualified initial public offering or strategic sale.

The liability component of compound financial instruments is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at fair value through profit or loss. The equity component of a compound financial instrument is not remeasured subsequently.

Interest related to the financial liability is recognised in profit or loss. On conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

CHANGES IN ACCOUNTING POLICIES

There have been no changes in our accounting policies as of and for the nine months ended December 31, 2025, and as of and for Fiscals 2025, 2024 and 2023.

NON-GAAP MEASURES

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance such as EBIT, EBITDA, EBITDA Margin (%), Profit for the period/year margin(%), Tangible net worth, Total Debt, Capital Employed, RoCE(%), RoE (%), Debt-Equity Ratio, Net worth, RoNW (%) and Net Asset Value ("**NAV**") per Equity Share (collectively, "**Non-GAAP Measures**"), have been included in this Red Herring Prospectus. We compute and disclose such Non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of the industry in which we operate, many of which provide such Non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Red Herring Prospectus.

Also see "*Risk Factors - We have in this Red Herring Prospectus included certain non-generally accepted accounting principle financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry in which we operate and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.*" on page 69.

Reconciliation for the various non-GAAP Measures included in this Red Herring Prospectus are given below.

Reconciliation of EBIT, EBITDA and EBITDA Margin (%)

The table below provides a reconciliation of EBIT, EBITDA and EBITDA Margin (%).

Particulars	**For the nine months ended December 31, 2025**	**Fiscal**		
		2025	**2024**	**2023**
	(in ₹ million, except as indicated otherwise)			
Revenue from operations (A)	7,706.65	6,583.63	5,306.53	4,230.28
Profit for the period/year (B)	714.98	470.45	58.78	85.73
Finance costs (C)	72.19	120.30	384.48	160.44
Total tax expense (D)	367.72	206.54	29.35	(5.66)
EBIT(1) (E = B + C + D)	**1,154.89**	**797.29**	**472.61**	**240.51**
Depreciation and amortization expense (F)	455.82	453.39	358.63	301.89
EBITDA(2) (G = E+F)	**1,610.71**	**1,250.68**	**831.24**	**542.40**
EBITDA Margin (%) (3) (H=G/A)	**20.90%**	**19.00%**	**15.66%**	**12.82%**

Notes:

(1) *EBIT is calculated as profit for the period/year plus finance costs plus total tax expense.*

(2) *EBITDA is calculated as profit for the period /year plus finance costs, depreciation and amortization expense plus total tax expense.*

(3) *EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations.*

Reconciliation of profit for the period/year margin (%)

The table below provides a reconciliation of profit for the period/year margin.

Particulars	**For the nine months ended December 31, 2025**	**Fiscal**		
		2025	**2024**	**2023**
	(in ₹ million, except as indicated otherwise)			
Revenue from operations (A)	7,706.65	6,583.63	5,306.53	4,230.28

Particulars	For the nine months ended December 31, 2025	Fiscal		
		2025	2024	2023
	(in ₹ million, except as indicated otherwise)			
Profit for the period/year (B)	714.98	470.45	58.78	85.73
Profit For the period/year margin (%) (B/A)[(1)]	**9.28%**	**7.15%**	**1.11%**	**2.03%**

Note:

[(1)] *Profit for the period /year margin (%) is calculated as profit for the period/year divided by revenue from operations.*

Reconciliation of Tangible Net worth, Total Debt, Capital Employed, and RoCE (%)

The table below provides a reconciliation of Tangible Net worth, Total Debt, Capital Employed, and RoCE (%).

Particulars	As at / For the nine months ended December 31, 2025	As at / For Fiscal		
		2025	2024	2023
	(in ₹ million, except as indicated otherwise)			
Total equity (A)	4,104.80	3,033.81	1,241.22	1,150.25
Other intangible assets (B)	642.40	689.38	507.30	521.29
Intangible assets under development (C)	675.30	493.18	586.63	413.04
Deferred tax asset (net) (D)	-	135.48	210.99	179.60
Deferred tax liabilities (net) (E)	53.92	-	-	-
Tangible net worth[(1)] (E= A-B-C-D+E)	**2,841.02**	**1,715.77**	**(63.70)**	**36.32**
Non-current liabilities – Financial liabilities - Borrowings (F)	241.84	256.88	423.53	349.77
Current liabilities – Financial liabilities – Borrowings (G)	227.08	239.30	1,082.65	746.30
Non-current Liabilities – Financial liabilities - Lease liabilities (H)	172.92	81.83	139.94	194.35
Current liabilities – Financial liabilities – Lease liabilities (I)	68.26	65.52	54.42	47.14
Total Debt[(2)] (J=F+G+H+I)	**710.10**	**643.53**	**1,700.54**	**1,337.56**
Capital Employed[(3)] (K=E+J)	**3,551.12**	**2,359.30**	**1,636.84**	**1,373.88**
Profit for the period/year (L)	714.98	470.45	58.78	85.73
Finance costs (M)	72.19	120.30	384.48	160.44
Total tax expense (N)	367.72	206.54	29.35	(5.66)
EBIT (O=L+M+N)	**1,154.89**	**797.29**	**472.61**	**240.51**
RoCE (%) (O/K) [(4)]	**32.52%**	**33.79%**	**28.87%**	**17.51%**

Notes:

[(1)] *Tangible Net Worth is calculated as Total equity minus Other intangible assets, Intangible assets under development, Deferred tax assets (net) plus Deferred tax liabilities (net).*

[(2)] *Total Debt is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities.*

[(3)] *Capital employed is calculated as Tangible Net Worth plus Total Debt.*

[(4)] *RoCE (%) is calculated as EBIT divided by Capital Employed. RoCE (%) as at December 31, 2025, is not annualised.*

Reconciliation of RoE (%)

The table below provides a reconciliation of RoE (%).

Particulars	As at / For the nine months ended December 31, 2025	As at / Fiscal		
		2025	2024	2023
	(in ₹ million, except as indicated otherwise)			
Total equity (A)	4,104.80	3,033.81	1,241.22	1,150.25
Total equity as on opening of first day of financial period/year (B)	3,033.81	1,241.22	1,150.25	1,036.61
Average Equity (C) ([A+B]/2)	**3,569.31**	**2,137.52**	**1,195.74**	**1,093.43**
Profit for the period/year (D)	714.98	470.45	58.78	85.73
RoE (%) (D/C) [(1)]	**20.03%**	**22.01%**	**4.92%**	**7.84%**

Note:

[(1)] *RoE (%) calculated as profit for the period/year divided by average Total equity. Average Total equity is average of closing Total equity as on closing day of financial period/year and opening equity of opening day of financial period/year. RoE (%) as at December 31, 2025, is not annualised.*

Reconciliation of Total Debt and Debt – Equity Ratio

The table below provides a reconciliation of Total Debt and Debt – Equity Ratio.

Particulars	**As at December 31, 2025**	**As at March 31,**		
		2025	**2024**	**2023**
	(in ₹ million, except as indicated otherwise)			
Total equity (A)	4,104.80	3,033.81	1,241.22	1,150.25
Non-current liabilities – Financial liabilities - Borrowings (B)	241.84	256.88	423.53	349.77
Current liabilities – Financial liabilities – Borrowings (C)	227.08	239.30	1,082.65	746.30
Non-current Liabilities – Financial liabilities - Lease liabilities (D)	172.92	81.83	139.94	194.35
Current liabilities – Financial liabilities – Lease liabilities (E)	68.26	65.52	54.42	47.14
Total Debt[(1)] (F=B+C+D+E)	**710.10**	**643.53**	**1700.54**	**1,337.56**
Debt – Equity Ratio[(2)](F/A)	**0.17**	**0.21**	**1.37**	**1.16**

Notes:

(1) *Total Debt is calculated as Non-current liabilities - Financial liabilities - Borrowings, Non-current liabilities - Financial liabilities - Lease liabilities, Current liabilities - Financial liabilities - Borrowings, Current liabilities - Financial liabilities - Lease liabilities.*

(2) *Debt – Equity ratio is calculated as Total Debt divided by Total equity.*

Reconciliation of Net worth and RoNW(%)

The table below provides a reconciliation of Net Worth and RoNW (%).

Particulars	**As at / For the nine months ended December 31, 2025**	**As at / Fiscal**		
		2025	**2024**	**2023**
	(in ₹ million, except as indicated otherwise)			
Equity share capital (A)	437.37	0.28	0.11	0.11
Other equity				
Equity component of compulsorily convertible preference shares (B)	-	-	0.85	0.85
Reserves and surplus (C)	3,667.43	3,033.53	1,240.26	1,149.29
Other comprehensive expense for the period/year (D)	(7.48)	(4.95)	(3.07)	(1.93)
Net Worth (E=A+B+C-D) [(1)]	**4,112.28**	**3,038.76**	**1,244.29**	**1,152.18**
Profit for the period/year (F)	714.98	**470.45**	**58.78**	**85.73**
RoNW(%) (F/E) [(2)]	**17.39%**	**15.48%**	**4.72%**	**7.44%**

Notes:

(1) *Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, net worth has been computed as a sum of equity share capital, equity component of compulsorily convertible preference shares, reserves and surplus as of the last day of relevant period/year minus other comprehensive expense for the period/year.*

(2) *RoNW(%) is calculated as profit for the period/year divided by Net Worth. RoNW (%) is not annualised as at December 31, 2025 is not annualised.*

Reconciliation of Net Asset Value per Equity Share

Particulars	**As at / For the nine months ended December 31, 2025**	**As at / Fiscal**		
		2025	**2024**	**2023**
	(in ₹ million, except as indicated otherwise)			
Equity share capital (A)	437.37	0.28	0.11	0.11
Other equity				
Equity component of compulsorily convertible preference shares (B)	-	-	0.85	0.85
Reserves and surplus (C)	3,667.43	3,033.53	1,240.26	1,149.29
Other comprehensive expense for the period/year (net of tax) (D)	(7.48)	(4.95)	(3.07)	(1.93)
Net Worth (E = A+B+C-D)[(1)]	4,112.28	3,038.76	1,244.29	1,152.18
Number of equity shares outstanding as at the end of period/year + Compulsorily Convertible Preference Shares outstanding as at the end of period/year (F)*	43,737,000	42,460,500	40,699,500	40,497,000
Net Asset Value per Equity Share[(2)] (E/F)	**94.02**	**71.57**	**30.57**	**28.45**

Notes:

** Adjusted for the bonus issue.*

(1) *Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the*

accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Further, net worth has been computed as a sum of equity share capital, equity component of compulsorily convertible preference shares, reserves and surplus as of the last day of relevant period/year minus other comprehensive expense for the period/year.

(2) *Net Asset Value per Equity Share is calculated as Net Worth divided by total of number of equity shares outstanding as at the end of period/year and Number of Compulsorily Convertible Preference Shares outstanding as at the end of period/year. Denominator is adjusted for bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.*

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Total Income

Our total income comprises of: (i) revenue from operations; and (ii) other income.

(i) Revenue from operations

Revenue from operations includes revenue from the sale of products and services. Our flagship products include integrated starter-generator ("**ISG**") ECUs, electronic fuel injection ("**EFI**") ECUs, combined ISG+EFI ECUs, motor control units ("**MCUs**") for electric vehicles, electric machines (magnetos / motors) for both engine-powered and electric bicycles and 2/3W and genset controller units ("**GCUs**").

The table below sets forth details of revenue from operations generated from critical, control-intensive products during the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue generated from critical, control-intensive products (₹ million)	6,668.26	5,272.55	4,092.94	3,054.45
Revenue from operations (₹ million)	7,706.65	6,583.63	5,306.53	4,230.28
Revenue generated from critical, control-intensive products as a percentage of revenue from operations (%)	86.53	80.09	77.13	72.20

The table below provides details of control-intensive products sold during the nine months ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Product Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
ISG, EFI, ISG+EFI ECUs (control-intensive)	2,471,016	2,228,133	1,754,664	1,277,856
EV Motor Control Units (control-intensive)	45,731	9,364	9,913	786
Genset Controllers (control-intensive)	119,684	120,924	128,305	132,745
Genset EFI ECUs (control-intensive)	221,616	80,083	24,457	13,768

Other operating revenue includes (i) export incentives such as duty drawback (ii) scrap sales, and (iii) miscellaneous income.

Other Income

Our other income primarily includes interest income on deposits, government grants from Central Government of India and State Government of Maharashtra & net foreign exchange gain if any.

Expenses

Our major expenses comprise of: (i) cost of materials consumed; (ii) employee benefits expense; (iii) finance costs; (iv) depreciation and amortization expense; and (v) other expenses.

Cost of materials consumed

The cost of materials consumed, represents the total direct purchase cost of raw materials and components used for conversion to raw material in our manufacturing facilities during the year. These include semiconductor components (e.g. microcontrollers, resistor, and capacitors amongst others), printed circuit boards, enclosures, packing material and consumables and are adjusted for changes in inventory levels.

Employee benefits expense

Employee benefits expense primarily include (i) salaries, wages, bonus (ii) retiral benefits accrued to the employees, (iii) benefits under Employee Stock Option Plan accrued to select employees (grantees); and (iv) staff welfare expenses.

Finance costs

Finance costs primarily include interest expense on borrowings; interest expense on compulsory convertible preference shares, interest expense on lease liabilities and unwinding of discount on asset restoration obligation.

Depreciation and amortization expense

Depreciation and amortization expense comprises: (i) depreciation on property, plant and equipment; (ii) depreciation on right of use asset; and (iii) amortization of intangible assets.

Other expenses

Other expenses primarily comprise contract labour charges, power and fuel expenses, consumption of stores and spares, repair and maintenance on building, machinery and others, loss on impairment of intangible assets & administrative expenses.

RESULTS OF OPERATIONS

Nine months ended December 31, 2025

The following table sets forth the selected financial data from our restated statement of profit and loss for the nine months ended December 31, 2025:

Particulars	**Nine months ended December 31, 2025**	
	Amount (₹ million)	**As a Percentage of Total Income (%)**
Income		
Revenue from operations	7,706.65	99.40
Other income	46.41	0.60
Total income	**7,753.06**	**100.00**
Expenses		
Cost of materials consumed	4,924.51	63.52
Changes in inventories of finished goods and work-in-progress	(182.40)	(2.35)
Employee benefits expense	661.90	8.54
Finance costs	72.19	0.93
Depreciation and amortization expense	455.82	5.88
Other expenses	738.34	9.52
Total expenses	**6,670.36**	**86.04**
Profit before tax	**1,082.70**	**13.96**
Tax expense		
Current tax	174.30	2.25
Deferred tax expense / (credit)	193.42	2.49
Total tax expense	**367.72**	**4.74**
Profit for the period	**714.98**	**9.22**
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Remeasurements of defined benefit liability	(11.50)	(0.15)
Income-tax related to above item	4.02	0.05
Other comprehensive expense for the period (net of tax)	**(7.48)**	**(0.10)**
Total comprehensive income for the period	**707.50**	**9.13**

Total income

Total income was ₹7,753.06 million during the nine months ended December 31, 2025, primarily due to an increase in revenue from operations.

Revenue from operations

Revenue from operations was ₹7,706.65 million during the nine months ended December 31, 2025, driven by improved sales performance across both the mobility and industrial segments.

The main components of their respective performance are as follows:

- Sale of products was ₹7,645.17 million during the nine months ended December 31, 2025. This was attributable mainly to an increase in number of units sold of our control-intensive products in both mobility and industrial segment. Notably, the number of control-intensive products in each of mobility and industrial segments were higher than the units sold during Fiscals 2025, 2024 and 2023, each highlighting the growing nature of our business and growing market of our critical control intensive products.

- Sale of services was ₹36.17 million during the nine months ended December 31, 2025.

The growth in revenue from operations during the nine months ended December 31, 2025 compared to Fiscal 2025 numbers, reflects strong performance across both mobility and industrial segments. However, investors should note that this comparison is influenced by the specific composition and seasonality of the respective periods, representing a relatively earlier stage in our Company's growth trajectory. Our Company's revenue growth has been driven by a combination of factors during the period.

As our revenue base expands and operations mature, growth rates are expected to moderate and stabilize at sustainable levels aligned with underlying market growth, our competitive position, and capacity constraints. The sustainability of growth rates depends on various factors including market conditions, customer demand cycles, production capacity utilization, competitive dynamics, macroeconomic conditions, and the timing of customer orders, which may vary significantly across different periods. Accordingly, the growth rates observed during the nine months ended December 31, 2025 should not be considered indicative of future performance or extrapolated as a run-rate for subsequent periods.

Other operating revenue increased was ₹25.31 million during the nine months ended December 31, 2025.

Other income

Other income was ₹46.41 million during the nine months ended December 31, 2025 mainly due to higher gain on sale of mutual funds and higher government grants (offset in part by lower interest income on bank deposits and lower net foreign exchange gain).

Cost of materials consumed

Cost of materials was ₹4,924.51 million during the nine months ended December 31, 2025, correlating with the rise in sales volume and overall scale of operations. Purchases were ₹4,859.65 million during the nine months ended December 31, 2025, as a result of higher procurement to support continued expansion.

Changes in inventories of finished goods and work-in-progress

The expense for changes in inventories of finished goods and work-in-progress was ₹(182.40) million during the nine months ended December 31, 2025. This trend was driven by ongoing production schedules and extended scales of operation. This continued inventory build supports future delivery requirements.

Employee benefits expense

Employee benefits expense was ₹661.90 million during the nine months ended December 31, 2025. The main drivers were salaries, wages and bonus, which were ₹696.80 million during the nine months ended December 31, 2025. Gratuity expense were ₹23.95 million, and the employer contribution to the provident fund increased were ₹15.02 million, both tied to the higher employee base and assumptions for future increments. Staff welfare expenses were ₹65.38 million during the nine months ended December 31, 2025. Furthermore, the new labour codes has resulted in estimated one time increase in provision for employee benefits of ₹8.48 million and the same has been recognized as an employee benefit expense during the nine months ended December 31, 2025.

Finance costs

Finance costs were ₹72.19 million during the nine months ended December 31, 2025 driven primarily by interest expense on borrowings, which were ₹59.92 million during the nine months ended December 31, 2025, due to repayment of certain term loans and lower working capital utilization. Interest expense on lease liabilities were ₹14.73 million during the nine months ended December 31, 2025.

Depreciation and amortization expense

Depreciation and amortization expense were ₹455.82 million during the nine months ended December 31, 2025, mainly as a result of depreciation of property, plant and equipment, which amounted to ₹264.19 million during the nine months ended December 31, 2025. Depreciation of right-of-use assets were ₹64.93 million, and amortization of intangible assets was ₹168.97 million.

Other expenses

Other expenses were ₹738.34 million during the nine months ended December 31, 2025. The primary drivers were labour charges-direct, which were ₹244.59 million, reflecting greater production activity and increased headcount, as well as elevated consumption of stores and spares, which were ₹67.67 million. Power and fuel expenses was ₹62.21 million, in line with expanded manufacturing operations. In addition, loss on account of foreign exchange fluctuations (net) was ₹13.35 million and miscellaneous expenses was ₹117.17 million. These factors collectively reflect our Company's continued growth in scale and operational complexity.

Profit before tax

Profit before tax was ₹1,082.70 million during the nine months ended December 31, 2025.

Tax expense

Tax expense were ₹367.72 million during the nine months ended December 31, 2025, reflecting higher pre-tax profits and higher deferred tax expense.

Profit for the period

Profit for the period increased was ₹714.98 million during the nine months ended December 31, 2025, led by the combined effect of stronger operating performance and lower finance costs.

While profit for the period increased significantly during the nine months ended December 31, 2025, this growth rate reflects the combined impact of revenue growth, operational leverage resulting in EBITDA Margin expansion, and improved cost efficiency during the specific period under review. Profitability growth rates are subject to variability based on revenue mix, operating leverage effects, input cost fluctuations, capacity utilization levels, and the base effect from prior periods.

Fiscal 2025 compared to Fiscal 2024

The following table sets forth the selected financial data from our restated statement of profit and loss for Fiscals 2025 and 2024:

Particulars	Fiscal 2025		Fiscal 2024	
	Amount (₹million)	As a Percentage of Total Income (%)	Amount (₹million)	As a Percentage of Total Income (%)
Income				
Revenue from operations	6,583.63	99.37	5,306.53	99.02
Other income	41.73	0.63	52.43	0.98
Total income	**6,625.36**	**100.00**	**5,358.96**	**100.00**
Expenses				
Cost of materials consumed	4,146.09	62.58	3,667.74	68.44
Changes in inventories of finished goods and work-in-progress	(39.56)	(0.60)	(37.59)	(0.70)
Employee benefits expense	614.29	9.27	427.65	7.98
Finance costs	120.30	1.82	384.48	7.17
Depreciation and amortization expense	453.39	6.84	358.63	6.69
Other expenses	653.86	9.87	469.92	8.77
Total expenses	**5,948.37**	**89.78**	**5,270.83**	**98.36**
Profit before tax	**676.99**	**10.22**	**88.13**	**1.64**
Tax expense				
Current tax	129.00	1.95	62.50	1.17
Deferred tax expense / (credit)	77.54	1.17	(33.15)	(0.62)
Total tax expense	**206.54**	3.12	**29.35**	0.55
Profit for the year	**470.45**	**7.10**	**58.78**	**1.10**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurements of defined benefit liability	(6.98)	(0.11)	(4.33)	(0.08)
Income-tax related to above item	2.03	0.03	1.26	0.02
Other comprehensive expense for the year (net of tax)	**(4.95)**	(0.07)	**(3.07)**	(0.06)
Total comprehensive income for the year	**465.50**	**7.03**	**55.71**	**1.04**

Total income

Total income increased by 23.63% to ₹ 6,625.36 million in Fiscal 2025 from ₹ 5,358.96 million in Fiscal 2024, primarily due to an increase in revenue from operations.

Revenue from operations

Revenue from operations increased by 24.07% to ₹ 6,583.63 million in Fiscal 2025 from ₹ 5,306.53 million in Fiscal 2024, driven by improved sales performance across both the mobility and industrial segments.

The main components of their respective performance are as follows:

- Sale of products increased by 22.95%, to ₹ 6,430.59 million in Fiscal 2025 from ₹ 5,230.25 million in Fiscal 2024. This growth was attributable mainly to an increase in sales volumes of control-intensive ECUs sold by 27.08%, to 2.44 million units in Fiscal 2025 from 1.92 million units in Fiscal 2024.

- Sale of services increased by 112.80%, to ₹ 136.00 million in Fiscal 2025 from ₹ 63.91 million in Fiscal 2024, mainly driven by one-time application and non-recurring engineering fees collected from customers for new products under development.

Other operating revenue increased by 37.75% to ₹ 17.04 million in Fiscal 2025 from ₹ 12.37 million in Fiscal 2024, primarily on account of an increase in scrap sales and export incentives and miscellaneous income which was driven by an increase in sales made outside India to ₹ 454.36 million in Fiscal 2025 from ₹ 303.11 million in Fiscal 2024.

Other income

Other income decreased by 20.41% to ₹ 41.73 million in Fiscal 2025 from ₹ 52.43 million in Fiscal 2024 mainly due to lower interest income on bank deposits and government grants.

Cost of materials consumed

Cost of materials consumed increased by 13.04% to ₹ 4,146.09 million in Fiscal 2025 from ₹ 3,667.74 million in Fiscal 2024, correlating with the rise in sales volume and overall scale of operations. Inventory at the end of the period/year increased to ₹ 1,137.90 million in Fiscal 2025 from ₹ 1,001.40 million in Fiscal 2024, as a result of higher procurement to support continued expansion.

Changes in inventories of finished goods and work-in-progress

The expense for changes in inventories of finished goods and work-in-progress was ₹ (39.56) million in Fiscal 2025, marginally higher than ₹ (37.59) million reported in Fiscal 2024. This trend was driven by ongoing production schedules and extended scales of operation. This continued inventory build supports future delivery requirements.

Employee benefits expense

Employee benefits expense increased by 43.64%, to ₹ 614.29 million in Fiscal 2025 from ₹ 427.65 million in Fiscal 2024. The main drivers were an increase in salaries, wages and bonus which increased by 39.09% to ₹ 703.69 million in Fiscal 2025 from ₹ 505.94 million in Fiscal 2024, reflecting an increase in headcount from 364 to 458 and salary increase for eligible employees. Gratuity expense increased by 18.87% to ₹ 12.79 million, and the employer contribution to the provident fund increased by 22.50% to ₹ 16.28 million, both tied to the higher employee base and assumptions for future increments. Staff welfare expenses also increased by 11.64% to ₹ 61.31 million in Fiscal 2025 from ₹ 54.92 million in Fiscal 2024.

These increases were partially offset by a decrease in equity-settled share-based payments, which decreased by 35.89% to ₹ 10.36 million in Fiscal 2025 from ₹ 16.16 million in Fiscal 2024, owing to vesting schedules and no new grants during Fiscal 2025; and employee benefits expense capitalised during the year, which increased by 10.88% to ₹ 193.05 million in Fiscal 2025 from ₹ 174.10 million in Fiscal 2024.

Finance costs

Finance costs decreased by 68.71% to ₹ 120.30 million in Fiscal 2025 from ₹ 384.48 million in Fiscal 2024. The reduction was driven primarily by the absence of interest expense on compulsory convertible preference shares in Fiscal 2025, compared with ₹ 255.00 million in Fiscal 2024, as a result of conversion into equity in May 2024. Interest expense on borrowings declined by 5.79% to ₹ 107.79 million from ₹ 114.41 million, due to repayment of certain term loans and lower working capital utilization, while interest expense on lease liabilities decreased by 21.70% to ₹ 14.72 million as lease liabilities reduced further during the year.

Depreciation and amortization expense

Depreciation and amortization expense increased by 26.42% to ₹ 453.39 million in Fiscal 2025 from ₹ 358.63 million in Fiscal 2024, mainly as a result of a 31.38% increase in depreciation of property, plant and equipment, which amounted to ₹ 241.39 million in Fiscal 2025 compared to ₹ 183.73 million during Fiscal 2024, reflecting substantial additions to property, plant and equipment of ₹ 564.99 million. Depreciation of right-of-use assets increased modestly by 2.70% to ₹ 61.19 million, and amortization of intangible assets rose by 18.90% to ₹ 204.89 million, supported by additions worth ₹ 428.68 million in Fiscal 2025.

Other expenses

Other expenses increased by 39.14% to ₹ 653.86 million in Fiscal 2025 from ₹ 469.92 million in Fiscal 2024. The primary drivers were higher labour charges - direct, which increased by 20.13% to ₹ 205.31 million, reflecting greater production activity and increased headcount, as well as elevated consumption of stores and spares, which increased by 29.20% to ₹ 60.36 million. Power and fuel expenses also increased by 25.83% to ₹ 57.63 million, in line with expanded manufacturing operations. In addition, warranty expenses rose significantly to ₹ 13.37 million, largely due to the introduction of new product variants and increased provision estimates. These factors collectively reflect our Company's continued growth in scale and operational complexity.

Profit before tax

Profit before tax increased significantly to ₹ 676.99 million in Fiscal 2025 from ₹ 88.13 million in Fiscal 2024, reflecting a stronger increase in revenue relative to total expenses. While revenue from operations grew by 24.07% between Fiscals 2024 and 2025, total expenses grew by only 12.85%, resulting in a substantial improvement in profitability.

Tax expense

Total tax expense increased to ₹ 206.54 million in Fiscal 2025 from ₹ 29.35 million in Fiscal 2024, reflecting higher pre-tax profits and a decrease in deferred tax asset utilization.

Profit for the year

Profit for the year increased significantly to ₹ 470.45 million in Fiscal 2025 from ₹ 58.78 million in Fiscal 2024, led by the combined effect of stronger operating performance and substantially lower finance costs.

Fiscal 2024 compared to Fiscal 2023

The following table sets forth the selected financial data from our restated statement of profit and loss for Fiscals 2024 and 2023:

Particulars	Fiscal 2024		Fiscal 2023	
	Amount (₹million)	As a Percentage of Total Income (%)	Amount (₹million)	As a Percentage of Total Income (%)
Income				
Revenue from operations	5,306.53	99.02	4,230.28	98.41
Other income	52.43	0.98	68.38	1.59
Total income	**5,358.96**	**100.00**	**4,298.66**	**100.00**
Expenses				
Cost of materials consumed	3,667.74	68.44	3,039.60	70.71
Changes in inventories of finished goods and work-in-progress	(37.59)	(0.70)	(6.31)	(0.15)
Employee benefits expense	427.65	7.98	324.89	7.56
Finance costs	384.48	7.17	160.44	3.73
Depreciation and amortization expense	358.63	6.69	301.89	7.02
Other expenses	469.92	8.77	398.08	9.26
Total expenses	**5,270.83**	**98.36**	**4,218.59**	**98.14**
Profit before tax	**88.13**	**1.64**	**80.07**	**1.86**
Tax expense				
Current tax	62.50	1.17	25.00	0.58
Deferred tax expense / (credit)	(33.15)	(0.62)	(30.66)	(0.71)
Total tax expense	**29.35**	**0.55**	**(5.66)**	**(0.13)**
Profit for the year	**58.78**	**1.10**	**85.73**	**1.99**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurements of defined benefit liability	(4.33)	(0.08)	(2.67)	(0.06)
Income-tax related to above item	1.26	0.02	0.74	0.02
Other comprehensive expense for the year (net of tax)	**(3.07)**	**(0.06)**	**(1.93)**	**(0.04)**
Total comprehensive income for the year	**55.71**	**1.04**	**83.80**	**1.95**

Total income

Total income increased by 24.67% to ₹ 5,358.96 million in Fiscal 2024 from ₹ 4,298.66 million in Fiscal 2023, primarily due to an increase in the revenue from operations.

Revenue from operations

Revenue from operations grew by 25.44% to ₹ 5,306.53 million in Fiscal 2024 from ₹ 4,230.28 million in Fiscal 2023, due to improved sales performance from mobility segment which was partially offset by a decrease in the industrial segment revenue. The main components of their respective performance are as follows:

- Sale of products increased by 26.15%, to ₹ 5,230.25 million in Fiscal 2024 from ₹ 4,145.90 million in Fiscal 2023. This growth was largely driven by higher sales volumes of our control-intensive ECUs, which increased by 34.27% to 1.92 million units in Fiscal 2024 from 1.43 million units in Fiscal 2023.

- Sale of services declined by 15.56%, to ₹ 63.91 million during Fiscal 2024 from ₹ 75.69 million during Fiscal 2023, mainly on account of reduction in non-recurring engineering charges billed to customers as application fees.

Other operating revenue increased by 42.35% to ₹ 12.37 million from ₹ 8.69 million, primarily on account of increase in sales and export incentives and miscellaneous income.

Other income

Other income decreased by 23.33% to ₹ 52.43 million in Fiscal 2024 from ₹ 68.38 million in Fiscal 2023. The decrease was primarily on account of a decrease in interest income on bank deposits and government grants due to receipt / sanction of grants for various prior years receivable in Fiscal 2024.

Cost of materials consumed

Cost of materials consumed increased by 20.67% to ₹ 3,667.74 million in Fiscal 2024 from ₹ 3,039.60 million in Fiscal 2023. This increase correlates with the increase in sales volume and scale of operations.

Inventory at the end of the period/year increased to ₹ 1,001.40 million in Fiscal 2024 from ₹ 764.42 million in Fiscal 2023 to support increased scale of operation.

Changes in inventories of finished goods and work-in-progress

The expense for changes in inventories of finished goods and work-in-progress was ₹ (37.59) million in Fiscal 2024, higher than ₹ (6.31) million reported in Fiscal 2023. This was driven by production and deliveries aligned to realistic schedules and an expanded scale of operations. This is a temporary rise, as finished goods produced during the last few days of Fiscal 2023 were delivered in the early part of Fiscal 2024.

Employee benefits expense

Employee benefits expense increased by 31.63%, increasing to ₹ 427.65 million in Fiscal 2024 from ₹ 324.89 million in Fiscal 2023. This was mainly due to increases across key categories: salaries, wages and bonus increased by 26.47% to ₹505.94 million in Fiscal 2024 from ₹ 400.06 million in Fiscal 2023, reflecting a rise in headcount from 297 to 364 and higher average salaries. Gratuity expense increased by 38.67% to ₹ 10.76 million from ₹ 7.76 million due to the same factors, while the employer contribution to the provident fund climbed by 33.97% to ₹ 13.29 million from ₹ 9.92 million. Staff welfare expenses also increased sharply by 57.02% to ₹ 54.92 million in Fiscal 2024 from ₹ 34.98 million in Fiscal 2023. These increases were partially offset by a decrease in equity-settled share-based payments, which decreased by 37.08% to ₹16.16 million during Fiscal 2024 from ₹ 25.68 million during Fiscal 2023, and an increase in employee benefits expense - capitalised during the year, which increased by 12.20% to ₹174.10 million during Fiscal 2024 from ₹155.17 million during Fiscal 2023.

Finance costs

Finance costs increased to ₹ 384.48 million in Fiscal 2024 from ₹ 160.44 million in Fiscal 2023, driven primarily by a significant jump in interest expense on compulsory convertible preference shares ("**CCPS**"), which increased to ₹ 255.00 million from ₹ 51.00 million due to a higher fair value of the liability component. Interest expense on borrowings increased by 24.41% to ₹ 114.41 million in Fiscal 2024 from ₹ 91.96 million in Fiscal 2023, reflecting new term loans and increased utilisation of working capital facilities, while interest expense on lease liabilities declined by 16.92% to ₹ 18.80 million in Fiscal 2024 from ₹ 22.63 million in Fiscal 2023 because of reduced lease liabilities. Overall, the surge in CCPS-related interest was the main contributor to the sharp increase in total finance costs for the period.

Depreciation and amortization expense

Depreciation and amortization expense increased by 18.79% increasing to ₹ 358.63 million in Fiscal 2024 from ₹ 301.89 million in Fiscal 2023. This growth was mainly due to a 25.00% increase in depreciation of property, plant and equipment, which increased to ₹ 183.73 million during Fiscal 2024 from ₹ 146.98 million during Fiscal 2023, following additions to property, plant and equipment worth ₹ 400.98 million during the year. Amortization of intangible assets also increased by 12.35%, to ₹ 172.32 million during Fiscal 2024 from ₹ 153.38 million during Fiscal 2023, reflecting additions of new intangible assets valued at ₹ 521.29 million. Depreciation of right-of-use assets increased by 4.97%, to ₹ 59.58 million during Fiscal 2024 from ₹ 56.76 million during Fiscal 2023. Overall, the rise was mainly driven by significant investment in both tangible and intangible assets.

Other expenses

Other expenses increased by 18.05% which increased to ₹ 469.92 million in Fiscal 2024 from ₹ 398.08 million in Fiscal 2023. The significant contributors to this increase were labour charges - direct, which increased by 25.39% to ₹ 170.90 million in Fiscal 2024 from ₹ 136.29 million in Fiscal 2023, largely due to higher production volumes and statutory wage increases; and labour charges – non-production, which increased by 20.68% to ₹ 49.90 million in Fiscal 2024 from ₹ 41.35 million in Fiscal 2023 as operational activities expanded. Power and fuel expenses increased by 23.04% to ₹ 45.80 million in Fiscal 2024 from ₹ 37.22 million in Fiscal 2023, reflecting greater production and energy use.

Miscellaneous expenses increased by 48.18% to ₹ 73.17 million in Fiscal 2024 from ₹ 49.38 million in Fiscal 2023 driven primarily by increased annual maintenance contract and licence renewal costs. Overall, the growth in other expenses reflects increased production activity, wider operational scope, and necessary asset maintenance.

Profit before tax

Profit before tax increased modestly to ₹ 88.13 million in Fiscal 2024 from ₹ 80.07 million in Fiscal 2023 due to higher revenue, partly offset by the significant increase in finance costs. While revenue from operations increased by 25.44% between Fiscals 2023 and 2024, total expenses increased by 24.94%. This near-proportional increase resulted in limited improvement in profitability.

Tax expense

Total tax expense increased to an expense of ₹ 29.35 million in Fiscal 2024 from a credit of ₹ (5.66) million in Fiscal 2023.

Profit for the year

Profit for the year decreased to ₹ 58.78 million in Fiscal 2024 from ₹ 85.73 million in Fiscal 2023, reflecting the impact of significantly higher finance costs and tax expense, which offset the gains from improved operating performance.

LIQUIDITY AND CAPITAL RESOURCES

We have historically funded our liquidity and capital requirements primarily through funds generated from operations, shareholder equity, and indebtedness, including term loans and short-term loans from banks. We intend to continue to fund our liquidity and capital requirements through funds generated from operations, and indebtedness. We consider our working capital to be sufficient for our present requirements.

Our loan agreements contain a number of covenants including financial covenants. For details, see "*Financial Indebtedness*" on page 459 and "*Risk Factors – We have incurred indebtedness and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, cash flows and financial condition.*" on page 43.

CASH FLOWS

The following table summarizes our statements of cash flows for the periods/Fiscals presented:

Particulars	**Nine months ended December 31, 2025 (₹ million)**	**Fiscal 2025 (₹ million)**	**Fiscal 2024 (₹ million)**	**Fiscal 2023 (₹ million)**
Net cash from operating activities (A)	671.20	909.13	607.49	776.74
Net cash (used in) / generated from investing activities (B)	(796.90)	(1,047.51)	(590.54)	(508.52)
Net cash generated from / (used in financing activities) (C)	191.64	128.63	(13.99)	(244.77)
Net (decrease) / increase in cash and cash equivalents (D=A+B+C)	**65.94**	**(9.75)**	**2.96**	**23.45**
Cash and cash equivalents at the beginning of the period/year	**25.36**	**35.11**	**32.15**	**8.70**
Cash and cash equivalents at the end of the period/year	**91.30**	**25.36**	**35.11**	**32.15**

Operating Activities

Net cash generated from operating activities for nine months ended December 31, 2025 was ₹671.20 million, compared to ₹909.13 million in Fiscal 2025, ₹607.49 million in Fiscal 2024, and ₹776.74 million in Fiscal 2023.

While operating profit before working capital changes increased significantly to ₹1,612.17 million during the nine months ended December 31, 2025, net operating cash flow was lower primarily due to substantial working capital requirements to support our Company's rapid revenue growth. The decline in operating cash flow was primarily attributable to a significant increase in trade receivables of ₹994.93 million during the nine months ended December 31, 2025. For details in relation to trade receivable movements in particular during the nine months ended December 31, 2025, see "- *Trade Receivables*" on page 453.

The trend in cash generation reflects overall growth, except for Fiscal 2024, when higher investment in inventory was required to meet increased demand for our products. Our Company continues to focus on optimizing working capital management, including monitoring debtor days and improving collection efficiency, while balancing the need to support business growth and maintain strong customer relationships.

Investing activities

Net cash used in investing activities for nine months ended December 31, 2025 was ₹796.90 million, ₹1,047.51 million in Fiscal 2025, ₹590.54 million in Fiscal 2024, and ₹508.52 million in Fiscal 2023. We invested ₹569.04 million in property, plant and equipment and intangible assets during Fiscal 2025, primarily to support ongoing operational requirements and respond to observed increases in demand during the period as well as capture future growth opportunities.

Expenditure on internally generated intangible assets was ₹258.93 million for nine months ended December 31, 2025, ₹287.15 million in Fiscal 2025, ₹282.00 million in Fiscal 2024, and ₹267.06 million in Fiscal 2023, which has remained along the same range during Fiscals 2025, 2024 and 2023.

Financing activities

Net cash inflow from financing activities for the nine months ended December 31, 2025 was ₹ 191.64 million, compared to net cash generated of ₹ 128.63 million in Fiscal 2025, net cash outflow of ₹ 13.99 million in Fiscal 2024, and net cash outflow of ₹ 244.77 million in Fiscal 2023. The net inflow in Fiscal 2025 was primarily driven by proceeds from the issue of share capital of ₹ 767.73 million. We repaid costly long-term borrowings of ₹ 305.47 million and short-term borrowings of ₹ 289.90 million, out of these proceeds.

FINANCIAL INDEBTEDNESS

As at December 31, 2025, our borrowings from banks were ₹ 468.92 million & investments in the mutual funds were ₹ 40.16 million. This investment is kept for the investment in capital expenditure may be required for further expansion of the business in near future.

Our total equity as at December 31, 2025 was ₹ 4,104.80 million while our total borrowings as at December 31, 2025 was ₹ 468.92 million, where total borrowings include Current liabilities - Financial liabilities - Borrowings and Non-current liabilities - Financial liabilities - Borrowings. As a result, we had a low Debt – Equity Ratio of 0.17 as at December 31, 2025 and have adequate margin available to obtain additional funding from the banks, if required.

For reconciliation of Debt – Equity Ratio, see " - *NON-GAAP MEASURES*" on page 441.

The table below sets forth a split of our non-current borrowings and current borrowings as at December 31, 2025:

Particulars	**As at December 31, 2025**
Non-current (₹ million)	
Term loans Secured	
- From Banks	241.84
- From Others	-
Total (A) (₹ million)	**241.84**
Current (₹ million)	
Loans repayable on demand (Secured)	105.26
Current maturities of long term debt	121.82
Total (B) (₹ million)	**227.08**
Grand Total (A+B) (₹ million)	**468.92**

The following table sets forth certain information relating to our total borrowings as at December 31, 2025, and our repayment obligations (undiscounted):

Particulars	**As at December 31, 2025 Payment due by period**			
	Not later than 1 year (₹ million)	**1-5 years (₹ million)**	**More than 5 years (₹ million)**	**Total (₹ million)**
Non-Current Liabilities – Financial liabilities – Borrowings	-	238.11	4.92	243.03
Current Liabilities – Financial liabilities - Borrowings	228.13	-	-	**228.13**
Total	**228.13**	**238.11**	**4.92**	**471.16**

Trade Receivables

The increase in trade receivables is commensurate with the significant growth in our Company's revenue from operations, which has grown from ₹4,230.28 million in Fiscal 2023 to ₹6,583.63 million in Fiscal 2025 and was ₹ 7,706.65 million for the nine months ended December 31, 2025. The growth in receivables reflects the expansion of business volumes with our Company's OEM customers and is in line with our Company's credit terms and collection policies.

The significant increase in trade receivables during the nine months ended December 31, 2025 also reflects a strategic shift in our working capital management. Prior to this period, our Company utilized the M1xchange Trade Receivables Discounting System ("**TReDS**") platform, which enabled faster cash realization (typically within 24-48 hours) but resulted in lower reported receivable balances. During the nine months ended December 31, 2025, management discontinued the use of TReDS as our Company matured financially, transitioning to direct invoicing and collection from customers based on standard industry payment terms. This strategic decision was made to reduce financing costs associated with invoice discounting and to transition to direct credit relationships with OEM customers in line with industry practice for companies of our scale. As a consequence, trade receivables was ₹ 1,430.40 million as at December 31, 2025, and receivable days were 33 days. However, 99.72% of receivables being less than 6 months old, all receivables classified as "undisputed and considered good," and no disputed, credit-impaired or doubtful receivables as at December 31, 2025. In our experience, the receivable days of 33 days remain well within industry norms for OEM customers, where typical credit periods range from 60 to 90 days.

Our Company maintains regular monitoring of receivables aging and follows up with customers to ensure timely collections in accordance with agreed credit terms. The details of trade receivables and average receivable days for the relevant periods are provided below:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Trade Receivables (₹ million)	1,430.40	439.43	270.29	152.46
Receivable Days	33	20	15	14
Top 3 customer receivables (%)	91.17	71.22	68.89	93.41

Trade Payables

The increase in trade payables to creditors is in line with the growth in our Company's sales and corresponding increase in purchases of raw materials and components required to support higher production volumes. Our Company has maintained stable payment terms with its suppliers, and the average creditor days have remained consistent during the period, demonstrating disciplined payables management.

The details of average payable days for the relevant periods are provided below:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Payable Days	56	61	60	59

The stable creditor days indicate that our Company has maintained consistent payment practices with its suppliers while managing working capital efficiently. Our Company's relationships with key suppliers remain strong, and our Company continues to negotiate favorable payment terms while ensuring timely payments to maintain supply chain continuity and support its growing business operations.

CONTINGENT LIABILITIES AND COMMITMENTS

As at December 31, 2025, we had contingent liabilities not provided for amounting to ₹ 28.26 million, the details of which are set forth in the table below:

Particulars	As at December 31, 2025
Claims against the company not acknowledged as debt	

Particulars	As at December 31, 2025
- Income tax matters in dispute (₹ million)	28.26

The table below sets forth our commitments as at December 31, 2025:

Particulars	As at December 31, 2025
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	
- Property, plant and equipment (₹ million)	745.51
- Intangible assets (₹ million)	2.81
Total	**748.32**

For further information in relation to our contingent liabilities and commitments, please see "*Restated Financial Information – Note 42 – Contingent liabilities and commitments*" on page 409.

AUDITORS OBSERVATION

Our Statutory Auditors' audit reports for Fiscals 2025 and 2024 and the examination report to our Restated Financial Information have included certain observations on certain matters specified in the Companies (Audit and Auditors) Rules, 2014 and Companies Auditor's Report Order, 2020 for Fiscal 2025, as follows:

Observations under Auditor's Report and Examination Report on Restated Financial Information:

Fiscal	Nature of observation	Observation	Impact on the Company	Corrective action taken by the Company
Nine months ended December 31, 2025	-	-	-	-
Fiscal 2025	Negative observation	**Reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 (as amended):** *"i) Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software:* *a) The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes. The feature of recording audit trail (edit log) facility was not enabled for certain tables at the application layer of the accounting software used for maintaining books of accounts relating to Revenue, Receivables, Purchases, Payables and Payroll.* *b) The authorised privileged users had rights to make changes to the audit trail feature. However, the edit logs for changes made to the audit trail feature were not available, and hence, we are unable to determine whether changes to the audit trail feature were made during the year.* *Further, due to limitations in the system configuration mentioned above, we are unable to comment whether there were any instances of the audit trail feature being tampered with.* *Additionally, since the audit trail (edit log) facility was not enabled in the previous year, the audit trail has not been preserved by the Company as per the statutory requirements for record retention."*	Financial Impact - Nil	Our Company is in the process of enabling this feature in the accounting software system.

Fiscal	Nature of observation	Observation	Impact on the Company	Corrective action taken by the Company
Fiscal 2024	Negative observation	**Reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 (as amended):** *"Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which does not have the feature of recording audit trail (edit log) facility. Consequently, we are unable to comment on audit trail feature of the said software."*	Financial Impact - Nil	Our Company is in the process of enabling this feature in the accounting software system.

Observations under Companies Auditor's Report Order, 2020 (CARO) and Examination Report on Restated Financial Information:

Fiscal 2025

There are also certain observations under the Companies Auditor's Report Order, 2020 (CARO) in the Restated Financial Information for Fiscal 2025 in relation to the title deeds of our Company being in the erstwhile name, i.e. Sedemac Mechatronics Private Limited, and slight delays in a few cases of income-tax deducted at source ranging from 22 to 46 days and tax collected at source of 4 days.

OFF-BALANCE SHEET ARRANGEMENTS

As of December 31, 2025, we had no off-balance sheet arrangements that materially affect our financial condition or results of operations.

RELATED PARTY TRANSACTIONS

We regularly conduct transactions with related parties as part of our normal business operations. During the nine months ended December 31, 2025, and Fiscals 2025, 2024 and 2023, our related party transactions included short-term employee benefit; post-employment benefits; and reimbursement of expenses (net). For further information on our related party transactions, see "*Summary of the Offer Document – Summary of related party transactions*" on page 21.

QUALITATIVE AND QUANTITATIVE DISCLOSURE ABOUT MARKET RISKS

Our principal financial liabilities comprise borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance our operations, and our principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from our operations.

We are exposed to credit risk, liquidity risk and market risk. Our Board has overall responsibility for the establishment and oversight of our Company's risk management framework.

For further information, see "*Restated Financial Information – Note 36 – Financial risk management*" on page 391.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Red Herring Prospectus, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above under "*– Significant Factors Affecting our Results of Operations*" and the section "*Our Business*" on pages 429 and 246, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in *"—Significant Factors affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 429 and 33, respectively. Except as disclosed in this Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as described in this Red Herring Prospectus, we have not publicly announced any new products or business segments, nor have there been any material increases in our revenues due to the introduction of new products.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described elsewhere in this section and sections "*Risk Factors*", and "*Our Business"* on pages 33 and 246, respectively, there are no known factors that will have a material adverse impact on our operations and financial condition.

SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW CUSTOMERS OR SUPPLIERS

A core part of our business model is working with anchor customers, i.e. key early customers who are willing to help us test, validate, and potentially adopt our new technologies across their organizations. The success of each new proposition we develop often relies on securing and maintaining the support of these anchor customers.

The table below reveals the extent of our customer concentration for the nine months ended December 31, 2025 and Fiscals 2025, 2024, and 2023:

Particulars	Nine months ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from TVS Motor (₹ million) (A)	5,816.71	5,297.30	4,428.94	3,344.02
Revenue from top three customers (₹ million) (B)	7,029.68	5,777.84	4,809.43	3,814.30
Revenue from top 10 customers (₹ million) (C)	7,604.06	6,464.35	5,216.23	4,147.23
Revenue from operations (₹ million) (D)	**7,706.65**	**6,583.63**	**5,306.53**	**4,230.28**
TVS Motor revenue as a % of revenue from operations (%) (E=A/D)	75.48	80.46	83.46	79.05
Top three customer revenue as a % of revenue from operations (%) (F=B/D)	91.22	87.76	90.63	90.17
Top 10 customer revenue as a % of revenue from operations (%) (G=C/D)	98.67	98.19	98.30	98.04

Also see "*Risk Factors - We have a high degree of revenue concentration with a small number of customers, particularly, a key customer, TVS Motor Company Limited ("**TVS Motor**"), which contributed 75.48%, 80.46%, 83.46% and 79.05% of our revenue from operations for the nine months ended December 31, 2025, Fiscals 2025, 2024 and 2023, respectively, which exposes us to significant business risk if demand from these customers reduces or commercial relationships change which could have a significant negative effect on our business, profitability, and cash flows*." on page 33.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See sections, "*Our Business*", "*Industry Overview*", "*Risk Factors — Inability to ensure our product propositions remain more compelling than those of competitors may have a material adverse effect on our business, financial condition, results of operations, and growth prospects.*" and *"— Significant Factors affecting our Results of Operations*" on pages 246, 158, 45 and 429, respectively.

SEASONALITY/CYCLICALITY OF BUSINESS

Our business is not seasonal in nature.

SIGNIFICANT DEVELOPMENTS AFTER DECEMBER 31, 2025 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Other than as disclosed below and elsewhere in this Red Herring Prospectus, no circumstances have arisen since December 31, 2025 that could materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months:

Our Company pursuant to an application dated January 24, 2026 applied for allotment of 13.45 acres of industrial complex plot in Shoolagiri Industrial Park, SIPCOT Industrial Complex, Hosur, Tamil Nadu. State Industries Promotion Corporation of Tamil Nadu Limited ("**SIPCOT**") pursuant to an allotment order dated February 11, 2026 ("**Allotment Order**"), has approved allotment of the land on lease for a period of ninety-nine years for setting up an industrial unit for the manufacture of controllers/ECUs, electric motors and associated peripheral electricals and mechanicals. Our Board of Directors in its meeting held on February 16, 2026, has accepted the Allotment Order and pursuant to a letter dated February 17, 2026, we have responded to SIPCOT acknowledging the acceptance of the Allotment Order. Our Company is required to pay ₹ 281.11 million within 30 days of the Allotment Order to SIPCOT, followed by execution of the lease deed and possession of the plot. Our Company will undertake legal and technical due diligence, including title verification and site survey, prior to execution of the lease deed to verify title, confirm the extent of the plot, and assess any encumbrances or physical conditions of the property. The lease will be subject to terms and conditions contained in the Allotment Order, including implementation of the project within 36 months from registration of the lease deed and shall also be subject to the terms and conditions of the lease deed, once entered into.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at December 31, 2025, derived from our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Financial Information*" beginning on pages 33, 429 and 311, respectively.

(in ₹ million)

Particulars	Pre-Offer (as at December 31, 2025)	Post-Offer as adjusted
Borrowings		Refer notes below.
Current liabilities – Financial liabilities - Borrowings (A)	227.08	
Non Current liabilities – Financial liabilities - Borrowings (B)	241.84	
Total Borrowings (C = A+B)	**468.92**	
Equity		
Equity share capital (D)	437.37	
Equity component of compulsorily convertible preference shares (E)	-	
Reserves and surplus (F)	3,667.43	
Total equity (G=D+E+F)	**4,104.80**	
Total Capitalisation (H=C+G)	**4,573.72**	
Ratio: Total Non-Current liabilities – Financial liabilities - Borrowings / Total equity (B/G)	**0.06**	
Ratio: Total Borrowings / Total equity (C/G)	**0.11**	

Note:

1. *As the Offer is an initial public offering by way of an Offer for Sale by the Selling Shareholders, there will be no change in capital structure post the Offer.*

FINANCIAL INDEBTEDNESS

Our Company avails credit facilities in its ordinary course of business for, amongst other things, meeting the working capital requirements and other business requirements. These credit facilities include, *inter alia*, secured term loans and working capital demand loans.

Our Board is empowered to borrow monies, in accordance with Section 179 and Section 180 of the Companies Act and our Articles of Association. For further details regarding the borrowing powers of our Company, please see "*Our Management – Borrowing Powers*" on page 292.

As on December 31, 2025, the aggregate outstanding borrowings of our Company amounted to ₹475.59 million, and a brief summary of such borrowings is set forth below:

(in ₹ million)

Category of borrowing	Sanctioned Amount*@	Outstanding amount as on December 31, 2025*
Fund based		
Secured loan	885.00	468.51
Unsecured loan	-	-
Total fund based (A)	**885.00**	**468.51**
Non-fund based		
Secured loan	400.00@	7.08
Unsecured loan	-	-
Total non-fund based (B)	**400.00**@	**7.08**
Total borrowing (C) = (A) + (B)	**1,285.00**@#	**475.59**

* *As certified by S K Patodia & Associates LLP, Chartered Accountants, pursuant to their certificate dated February 25, 2026.*
@ *₹400.00 million may be utilized by the company interchangeably towards fund-based and non-fund-based facilities. Utilization under one category will proportionally reduce the available limit under the other, based on the Company's operational requirements. Accordingly, the total sanctioned limit (fund based and non-fund based) shall be aggregated to ₹1,285.00 million.*
# *The Company has also been sanctioned a forward cover facility of ₹30.00 million. Considering the nature of such facility as a derivative instrument and not a debt instrument, such facility has not been included in the above table.*

Key terms of our borrowings are disclosed below:

- ***Tenor***: The tenor of the term loan borrowing availed is ranging from 60 months to 72 months. The tenor of the working capital facilities availed by our Company typically ranges approximately from six months to 12 months and in case of overdraft facilities the tenor shall not exceed the unexpired period of the FCNB/NRE/NRO/Domestic Special/Term Deposit Receipts.

- ***Interest rate***: The term loan facility availed by our Company ranges from 7.57% per annum to 8.95% per annum. The working capital facility has a floating rate of interest at mutually agreed rates. The mutually agreed rates will be fixed with reference to the prevalent bank MCLR/ T bill/ any other external benchmark decided by the lender bank in line with RBI guidelines of the appropriate tenor.

- ***Security***: In terms of our borrowings, where security needs to be created, we are typically required to create security primarily by way of first ranking pari passu charge by way of hypothecation and mortgage, on our Company's moveable and immoveable assets (present and future).

- ***Pre-payment*: We have the option to prepay the lenders, subject to payment of prepayment charges at such rate as may be stipulated by the lenders which typically ranges up to 2.00%. Further, some loans may be prepaid without any prepayment charges by providing prior notice to the lender.

- ***Repayment:*** The working capital facilities availed by us are typically repayable on demand, or on their respective due dates within the maximum tenure.

- ***Restrictive Covenants:*** As per the terms of our loan agreements, certain corporate actions for which our Company requires prior written consent of the lenders include:

a) Change in ownership or control of the management;

b) Change in shareholding or capital structure;

c) Issue of equity or preference capital;

d) Formulation of any scheme of arrangement, amalgamation, compromise, reconstruction, consolidation, reorganization, corporate restructuring, capital restructuring demerger or merger;

e) Declaration of dividends or distribution of profits except where the instalments of principal and interest payable to a particular lender is being paid regularly and there are no irregularities in relation thereto;

f) Wind up, liquidate or dissolve its affairs or declare itself insolvent;

g) Any amendment or modification to its memorandum of association and articles of association or other constitutional documents of our Company; and

h) Change in the business activity of our Company.

- ***Events of Default:*** As per the terms of our borrowings, the following, among others, constitute events of default:

a) Non-Payment of instalment/ interest within the stipulated time;

b) Breach in performance of any other obligation, covenant or undertaking, under or in connection with the facilities, guarantee or security;

c) Representations or warranties or statement found to be untrue or misleading when made or deemed to be made;

d) Bankruptcy, insolvency, liquidation, reorganization or winding up of our Company or appointment of a liquidator;

e) Failure to comply with financial covenants;

f) Security is in jeopardy or cease to have effect or becomes illegal, invalid, unenforceable or fails to provide the benefit of the liens, rights, power etc.; and

g) Any other event or material change which may have a material adverse effect on the lenders.

- ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements for the facilities availed by our Company, the following, *inter alia*, are the consequences of occurrence of events of default, whereby our lenders may:

a) Terminate the sanctioned facilities;

b) Appointment of a nominee director on the Board of our Company;

c) Seek immediate repayments of the facilities;

d) Enforce security or security interest;

e) Stipulate additional terms and conditions to be complied with by the Company;

f) Carry out technical, legal or financial inspection in respect of the project, project facilities, sites, buildings etc.; and

g) Exercise all other rights or remedies as available under the respective facility agreements or applicable law.

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by us, and the same may lead to consequences other than those stated above.

For the purpose of the Offer, our Company has obtained necessary consents and waiver, as applicable, from our lenders under the relevant loan documents for undertaking activities relating to the Offer and consequent actions, *inter alia* including, change in name, change in shareholding, dilution in the shareholder of the Promoters, changes in composition of the Board and amendments to the Articles of Association and Memorandum of Association, of our Company. For further details of financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – We have incurred indebtedness and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business, result of operations, cash flows and financial condition*" on page 43.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings (including FIRs, whether cognizance has been taken or not by any court or judicial authority); (ii) actions (including show cause notices) by regulatory or statutory authorities; (iii) litigation involving claims related to direct and indirect taxes (disclosed in a consolidated manner giving the total number of claims and the total amount involved, provided that any tax matter wherein the amount involved exceed the Materiality Threshold proposed below shall be disclosed on an individual basis); and (iv) other pending litigation as determined to be material as per the Materiality Policy, in each case involving our Company, Promoters and Directors (“**Relevant Parties**”).*

*Further, except as stated in this section, (a) there are no disciplinary actions including penalties imposed by the SEBI or Stock Exchanges against our Promoters in the last five Financial Years immediately preceding the date of this Red Herring Prospectus including any outstanding action; and (b) there are no outstanding criminal proceedings (including FIRs, whether cognizance has been taken or not by any court or judicial authority) and outstanding actions by regulatory and statutory authorities (including all disciplinary actions, penalties and, show cause notices) against our KMPs and Senior Management Personnel. For the purpose of identification of material litigation in (iii) and (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed by our Company in this Red Herring Prospectus pursuant to the Board resolution dated February 16, 2026 (“**Materiality Policy**”). Accordingly, disclosures of the following types of litigation involving Relevant Parties have been included.*

In accordance with the SEBI ICDR, Regulations, all outstanding litigation, involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary actions including any penalty imposed by SEBI or stock exchanges against our Promoters in the last five Financial Years including any outstanding actions, would be considered ‘material’ if:

(i) the monetary amount of claim by or against any of the Relevant Parties in any such pending proceeding is in excess of:

a. two percent of turnover based on the latest annual restated financial statements of our Company, being ₹131.67 million; or

b. two percent of net worth as per the latest annual restated financial statements of our Company, except in the case the arithmetic value of the net worth is negative, being ₹60.68 million; or

c. five percent of the average of absolute value of profit or loss after tax for the last three financial years as per the restated financial statements, being ₹10.25 million.

*Accordingly, the materiality threshold for disclosures under this section, being the lowest out of the thresholds mentioned in points (a), (b) and (c) above, is ₹10.25 million (“**Materiality Threshold**”);*

(ii) the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed the Materiality Threshold; and

(iii) all outstanding litigations which may not meet Materiality Threshold or where the monetary liability is not determinable or quantifiable but nonetheless, directly or indirectly, or together with similar other proceedings, have a material adverse effect on the business, operations, performance or financial condition, reputation, results of operations or cash flows of our Company.

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, KMPs or Senior Management Personnel (excluding notices issued by statutory or regulatory or taxation authorities or first information reports), have not been considered as litigation until such time that the Relevant Parties, KMPs or Senior Management Personnel are not impleaded as a defendant in the litigation proceedings before any judicial/ quasi-judicial or arbitral forum or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors, by way of its resolution dated February 16, 2026. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which exceeds 5% of the total trade payables of our Company as per the Restated Financial Information of our Company as of December 31, 2025, disclosed in this Red Herring Prospectus, shall be considered as ‘material’. Accordingly, as on December 31, 2025, any outstanding dues exceeding ₹ 71.34 million have been considered as material outstanding dues for the purposes of disclosure in this section.

For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder.

I. Litigation involving our Company

Litigation against our Company

Material Litigation

Nil

Criminal Litigation

Nil

Actions taken by Regulatory or Statutory Authorities

Nil

Litigation by our Company

Material Litigation

Nil

Criminal Litigation

Nil

II. Litigation involving our Promoters

Litigation against our Promoters

Material Litigation

Nil

Criminal Litigation

Nil

Outstanding actions by statutory or regulatory authorities against our Promoters

Nil

Litigation by our Promoters

Material Litigation

Nil

Criminal Litigation

Nil

III. Litigation involving our Directors

Litigation against our Directors

Material Litigation

Nil

Criminal Litigation

Nil

Litigation by our Directors

Material Litigation

Nil

Criminal Litigation

Nil

Outstanding actions by statutory or regulatory authorities against our Directors

Nil

IV. Litigation involving our Key Managerial Personnel

Outstanding criminal proceedings involving our Key Managerial Personnel

Criminal proceedings initiated against our Key Managerial Personnel

Nil

Criminal proceedings initiated by our Key Managerial Personnel

Nil

Pending action by statutory or regulatory authorities against our Key Managerial Personnel

Nil

V. Litigation involving our Senior Management Personnel

Outstanding criminal proceedings involving our Senior Management Personnel

Criminal proceedings initiated against our Senior Management Personnel

Nil

Criminal proceedings initiated by our Senior Management Personnel

Nil

Pending action by statutory or regulatory authorities against our Senior Management Personnel

Nil

Tax Claims

Except as disclosed below, there are no outstanding litigations involving claims related to direct and indirect taxes involving our Company, Directors and Promoters.

Nature of case	Number of cases	Amount involved (in ₹ million)[#]
Litigation involving our Company		
Direct Tax	3	34.55
Indirect Tax	1[$]	Nil
Litigation involving our Promoters		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Litigation involving our Directors		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

[#] *To the extent quantifiable.*
[$] *Our Company has already paid the amount under litigation; however, since our Company has not received a closure order against the case, the same has been included in the table above.*

Material tax matters

1. National Faceless Assessment Centre, Delhi ("**NFAC**"), issued an assessment order dated September 23, 2022 ("**Order**") under Section 143(3) read with Section 144B of the Income Tax Act, 1961 ("**IT Act**") against our Company for Assessment Year 2020-21, *inter alia* disallowing ₹305.67 million claimed as deduction under Section 35(2AB) of the IT Act for scientific research expenditure and made a tax demand of ₹11.10 million. Aggrieved by the Order, our Company appealed to National Faceless Appeal Centre, Delhi on October 21, 2022. The Commissioner of Income-tax (Appeals), Income Tax Department, *vide* its order dated August 23, 2024, upheld the disallowance. Our Company further appealed to Income Tax Appellate Tribunal, Mumbai Bench "B", Mumbai ("**ITAT**"). ITAT vide its order dated March 10, 2025 ("**ITAT Order**") maintained the disallowance due to non-issuance of Form 3CL, but restored the matter to the Assessing Officer regarding alternative deduction claims under Sections 35(1)(iv) and 37/35(1)(i) of the IT Act. Meanwhile, the Department of Scientific and Industrial Research ("**DSIR**"), vide its order dated October 25, 2024 ("**DSIR Order**"), rejected our Company's applications for issuance of Form 3CL for Assessment Years 2018-19, 2019-20 and 2020-21 on grounds of delay in submission and incomplete information. Aggrieved by DSIR's rejection, our Company filed a writ petition before the Bombay High Court on June 19, 2025 under Articles 226/227 of the Constitution of India, challenging the validity of the DSIR Order and seeking a direction to DSIR to issue Form 3CL for the aforementioned assessment years. Further, our Company has also filed an appeal before the Bombay High Court against the ITAT Order. Currently, both matters are pending.

Outstanding dues to Creditors

As per the Materiality Policy, creditors of our Company to whom our Company owes an amount having a monetary value exceeding 5% of the trade payables of our Company as of December 31, 2025, i.e., ₹ 71.34 million, have been considered as 'material' creditor.

Details of outstanding dues owed to material creditors, micro, small and medium enterprises and other creditors as of December 31, 2025, are set out below:

Types of Creditors	Number of Creditors*	Amount involved (in ₹ million)*
Micro, Small and Medium Enterprises	107	83.47
Material Creditors	4	539.37
Other Creditors	187	494.61
Provision for Expenses	-	309.30
Total	**298**	**1,426.75**

** As certified by S K Patodia & Associates LLP, Chartered Accountants, by way of their certificate dated February 25, 2026.*

Details of outstanding dues towards our material creditors along with names and amounts involved for each such material creditor will be available on the website of our Company at https://www.sedemac.com/investors/other-information/ipo-offer-documents/Certificates.

Material Developments

Other than as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 429, there have not arisen, since the date of the last financial statements disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals issued by relevant central and state authorities under various rules and regulations. Set out below is an indicative list of licenses, registrations, permissions, and approvals obtained by our Company, which are considered material and necessary for the purposes of undertaking its businesses and operations, and except as mentioned below, no further material approvals are required to carry on our present business activities. Certain of our key approvals, licenses, registrations, and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures, as necessary. Set forth below are the material approvals or renewals applied for but not received.

For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies in India" beginning on 274. For details of risks associated with not obtaining or delay in obtaining the requisite approvals, please see the section titled "Risk Factors – We require to obtain, renew and maintain certain statutory and regulatory licenses, permits and approvals in the ordinary course of business, and the failure to obtain or retain them in a timely manner may materially adversely affect our operations" on page 59.

I. Incorporation details of our Company

For details of incorporation of our Company, see "*History and Certain Corporate Matters*" beginning on page 280.

II. Approvals in relation to the Offer

For details of corporate and other approvals obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures - Authority for the Offer*" on page 472.

III. Material Approvals obtained in relation to our business and operations

Our Company requires various approvals, licenses and registrations issued by central and state authorities under various central or state-level acts, rules, and regulations to carry on our business activities and operations in India. We have obtained the following material approvals pertaining to our business and operations:

S. No.	Particulars	Issuing authority	Reference/Registration/ License number	Date of issue	Expiry date/ period of validity	If expired, confirm whether our Company has applied for renewal (Y/N)
Technical Centre 1 and Registered and Corporate Office						
1.	Shops and establishments registration issued under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	Maharashtra Labour Department	2131000315773414	April 4, 2025	Not applicable	Not applicable
2.	Fire no objection certificate issued under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006.	Chief Fire Officer, Pune Municipal Corporation, Pune	FB/4908	February 26, 2020	Not applicable	Not applicable
3.	Consent to establish issued under the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, and Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016.	Maharashtra Pollution Control Board	RO-PUNE/CONSENT/2201000877	January 19, 2022	Commissioning of the project or five years, whichever earlier	Not expired as on the date of this RHP
4.	Consent to operate issued under the Water (Prevention & Control of	Maharashtra Pollution Control Board	Format1.0/RO/UAN No.0000241985/CR/2506002655	June 25, 2025	May 31, 2027	Not expired as on the date

S. No.	Particulars	Issuing authority	Reference/Registration/ License number	Date of issue	Expiry date/ period of validity	If expired, confirm whether our Company has applied for renewal (Y/N)
	Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, and Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016					of this RHP
Technical Center 2						
5.	Shops and establishments registration issued under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	Office of the Deputy Commissioner of Labour, Pune	2531000320296968	July 16, 2025	Not applicable	Not applicable
6.	Fire no objection certificate issued under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006	Office of Chief Fire Officer, Pune Municipal Corporation	37/2021	April 21, 2025	Not applicable	Not applicable
7.	Consent to establish and operate issued the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, and Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016	Maharashtra Pollution Control Board	Format1.0/RO/UAN No. 0000264120/CO/2511000621	November 10, 2025	September 30, 2027	Not expired as on the date of this RHP
Manufacturing Facility 1						
8.	Registration of factory and related license to operate factory issued under the Factories Act, 1948 and rules thereunder.	Directorate of Industrial Safety and Health (Labour Department), Maharashtra Government	1622100214053	February 10, 2026	December 31, 2027	Not expired as on the date of this RHP
9.	Fire no objection certificate issued under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006, along with Form B as per Section 3(3) under Maharashtra Fire Prevention and Life Safety Measures Act, 2006	Office of Chief Fire Officer, Maharashtra Industrial Development Corporation	MIDC/FIRE/A-94018	March 12, 2020	Not applicable	Not applicable
10.	Consent to establish issued under the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, and Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016	Maharashtra Pollution Control Board	Format1.0/APAE Section/UAN No.0000225477/CE/2503001685	March 10, 2025	Commissioning of the project or five years, whichever earlier	Not expired as on the date of this RHP
11.	Consent to operate for expansion issued under	Maharashtra Pollution Control	Format1.0/APAE Section/UAN No.	January 13, 2026	December 31, 2026	Not expired as

S. No.	Particulars	Issuing authority	Reference/Registration/ License number	Date of issue	Expiry date/ period of validity	If expired, confirm whether our Company has applied for renewal (Y/N)
	the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, and Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016	Board	MPCB-CONSENT-0000229677/CR/2505000502			on the date of this RHP
Manufacturing Facility 2						
12.	Registration of factory and related license to operate factory issued under the Factories Act, 1948 and rules thereunder	Directorate of Industrial Safety and Health (Labour Department), Maharashtra Government	122102690055465	January 7, 2026	December 31, 2026	Not expired as on the date of this RHP
13.	Fire no objection certificate issued under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006, along with Form B as per Section 3(3) under Maharashtra Fire Prevention and Life Safety Measures Act, 2006	Office of Chief Fire Officer, Maharashtra Industrial Development Corporation	FB/2753	September 24, 2019	Not applicable	Not applicable
14.	Consent to establish issued under the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, and Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016	Maharashtra Pollution Control Board	MPCB/SRO-PUNE1/CONSENT/1904000288	April 5, 2019	Not applicable	Not applicable
15.	Consent to operate issued under the \Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, and Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016	Maharashtra Pollution Control Board	Format1.0/SRO/UAN No.0000248769/CR/2506001124	June 12, 2025	September 30, 2028	Not expired as on the date of this RHP
Others						
16.	Recognition of in-house research and development unit	Department of Scientific and Industrial Research, Ministry of Science and Technology	TU/IV-RD/4178/2023	December 28, 2023	March 31, 2026	Not expired as on the date of this RHP
17.	The importer exporter code of our Company issued under the Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade, Ministry of Commerce and Industry	0308063759	December 5, 2008	Not applicable	Not applicable

IV. Tax and trade related approvals

S. No.	Particulars	Issuing authority	Reference/Registration/ License number	Date of issue	Expiry date/ period of validity	If expired, confirm whether our Company has applied for renewal (Y/N)
1.	Permanent account number	Income Tax Department, Government of India	AALCS0479F	July 18, 2007	Not applicable	Not applicable
2.	Tax deduction account number	Income Tax Department, Government of India	PNES21095E	March 25, 2025	Not applicable	Not applicable
3.	Legal entity identifier code	Companies Register (Ministry of Corporate Affairs), India	984500BDFFCE4811A346	November 13, 2024	November 29, 2027	Not expired as on the date of this RHP
4.	Goods and services tax registration certificates for payments under the Central Goods and Services Act, 2017 and applicable state legislations, issued by the relevant central and state authorities in Maharashtra	Government of India	27AALCS0479F1Z4	November 14, 2024	Not applicable	Not applicable
5.	Goods and services tax registration certificates for payments under the Central Goods and Services Act, 2017 and applicable state legislations, issued by the relevant central and state authorities in Tamil Nadu.	Government of India	33AALCS0479F1ZB	October 18, 2024	Not applicable	Not applicable
6.	Professional tax registration certificate under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.	Government of Maharashtra	99131925642P	April 12, 2012	Not applicable	Not applicable

V. Labour and employee related approvals

S. No.	Particulars	Issuing authority	Reference/Registration/ License number	Date of issue	Expiry date/ period of validity	If expired, confirm whether our Company has applied for renewal (Y/N)
1.	Registration certificates under the Contract Labour (Regulation and Abolition) Act, 1970, for the employment of contract labour obtained by our Company for our Technical Centre 1 at Baner	Assistant Commissioner of Labour	2331000710025866	November 3, 2025	December 31, 2026	Not expired as on the date of this RHP
2.	Registration certificates under the Contract Labour (Regulation and Abolition) Act, 1970, for the employment of contract labour obtained by manufacturing facility 1	Assistant Commissioner of Labour	1631000710008027	November 3, 2025	December 31, 2026	Not expired as on the date of this RHP
3.	Registration certificates under the Contract Labour (Regulation and Abolition) Act, 1970, for the employment of contract labour obtained by manufacturing facility 2	Assistant Commissioner of Labour	1731000710009511	November 3, 2025	December 31, 2026	Not expired as on the date of this RHP
4.	Registration certificate issued under Employees' Provident Fund and Miscellaneous Provision Act, 1952.	Regional Provident Fund Commissioner, Employees' Provident Fund Organisation	MH/PUN/9/305208	April 18, 2011	Not applicable	Not applicable
5.	Registration certificate issued under the Employee's State Insurance Act, 1948.	Employees' State Insurance Corporate	33330427170020602	November 2, 2017	Not applicable	Not applicable
6.	Registration certificate issued under the Employee's State Insurance Act, 1948.	Employees' State Insurance Corporate	33000427170000602	July 16, 2011	Not applicable	Not applicable
7.	Registration certificate issued under Payment of Gratuity Act, 1972.	Deputy Commissioner of Labour	Not applicable	June 1, 2011	Not applicable	Not applicable

VI. Material approvals pending in relation to the business and operations of our Company

Material approvals and/or renewal of material approvals applied for but not received

Except as disclosed below, there are no material approvals that have been applied for but not received by our Company as on the date of the RHP.

S. No.	Particulars	Date of application	Authority	Status of approval
1.	Recognition of in-house research and development unit.	December 27, 2025	Department of Scientific and Industrial Research, Ministry of Science and Technology	Pending

Material approvals that have expired for which renewal applications have not been made

There are no material approvals that have expired for which renewal applications have not been made by our Company as on the date of the RHP.

Material approvals required but not applied for

There are no material approvals that are applicable to our Company but have not been applied for as on the date of the RHP.

VII. Intellectual Property

For details on our intellectual property, see "*Our Business- Intellectual Property*" beginning on page 270.

SECTION VII: OUR GROUP COMPANIES

Pursuant to a resolution dated February 16, 2026, our Board has formulated a policy for identification of group companies and has noted that in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations and for the purpose of disclosure in this Red Herring Prospectus, the 'group companies' of our Company shall include (a) the companies with which there were related party transactions during the period for which Restated Financial Information have been disclosed in this Red Herring Prospectus, as covered under the applicable accounting standards (i.e., Ind AS 24); and (b) any other companies which are considered material by our Board.

In relation to (b) above, we have considered such companies (other than companies categorised in (a) above) that (i) are a part of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and (ii) with which there were transactions in the last completed Financial Year and the most recent stub period (if applicable) included in the Restated Financial Information, which individually or cumulatively in value, exceed 10% of the revenue from operations of our Company for the last completed financial year, as 'group companies'.

Accordingly, based on the parameters set out above, our Company does not have any group company as on the date of this Red Herring Prospectus.

SECTION VIII: OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on November 3, 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 November 3, 2025.

The Draft Red Herring Prospectus was approved by our Board pursuant to their resolution dated November 10, 2025. Further, our Board has approved this Red Herring Prospectus by way of its resolution dated February 25, 2026.

Authorisation by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly, specifically confirms that they are in compliance with Regulation 8 of the SEBI ICDR Regulations, to the extent applicable to such Selling Shareholders at the time of filing of the Draft Red Herring Prospectus. Each of the Selling Shareholders has, severally and not jointly, approved their participation in the Offer for Sale in relation to these respective portion of the Offered Shares as set out below:

	Name of the Selling Shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of board resolution/ authorization	Date of consent letter
Promoter Selling Shareholder					
1.	Manish Sharma	Up to ₹[●] million	Up to 45,000 Equity Shares of face value of ₹10 each	NA	November 3, 2025
Promoter Group Selling Shareholder					
2.	Ashwini Amit Dixit	Up to ₹[●] million	Up to 67,500 Equity Shares of face value of ₹10 each	NA	November 3, 2025
Investor Selling Shareholders					
3.	A91 Emerging Fund II LLP	Up to ₹[●] million	Up to 2,410,650 Equity Shares of face value of ₹10 each	October 30, 2025	November 3, 2025
4.	NRJN Family Trust (represented by Entrust Family Office Legal & Trusteeship Services Private Limited)	Up to ₹[●] million	Up to 1,050,000 Equity Shares of face value of ₹10 each	September 10, 2025	November 3, 2025
5.	Xponentia Opportunities Fund II	Up to ₹[●] million	Up to 1,043,550 Equity Shares of face value of ₹10 each	September 30, 2025	November 3, 2025
6.	Mace Private Limited	Up to ₹[●] million	Up to 765,900 Equity Shares of face value of ₹10 each	September 10, 2025	November 3, 2025
7.	360 One Special Opportunities Fund – Series 8	Up to ₹[●] million	Up to 680,850 Equity Shares of face value of ₹10 each	October 1, 2025	November 3, 2025
8.	360 One Monopolistic Market Intermediaries Fund	Up to ₹[●] million	Up to 472,500 Equity Shares of face value of ₹10 each	October 1, 2025	November 3, 2025
9.	HDFC Life Insurance Company Limited	Up to ₹[●] million	Up to 425,700 Equity Shares of face value of ₹10 each	June 20, 2023	November 3, 2025
10.	Xponentia Opportunities Limited	Up to ₹[●] million	Up to 425,250 Equity Shares of face value of ₹10 each	October 13, 2025	November 3, 2025
11.	Society for Innovation and Entrepreneurship	Up to ₹[●] million	Up to 204,000 Equity Shares of face value of ₹10 each	November 1, 2025	November 3, 2025
12.	Cyrus Jamshed Guzder	Up to ₹[●] million	Up to 132,000 Equity Shares of face value of ₹10 each	NA	November 3, 2025
13.	Capri Global Holdings Private Limited	Up to ₹[●] million	Up to 85,050 Equity Shares of face value of ₹10 each	October 1, 2025	November 3, 2025
14.	SVS Trust No IV	Up to ₹[●] million	Up to 85,050 Equity Shares of face value of ₹10 each	October 3, 2025	November 3, 2025
15.	Venktesh Investment and Trading Company Private Limited	Up to ₹[●] million	Up to 63,450 Equity Shares of face value of ₹10 each	September 26, 2025	November 3, 2025
16.	Himanshu Kantilal Sanghavi HUF	Up to ₹[●] million	Up to 25,200 Equity Shares of face value of ₹10 each	October 10, 2025	November 3, 2025
17.	Devang Mehta	Up to ₹[●] million	Up to 16,650 Equity Shares of face value of ₹10 each	NA	November 3, 2025
18.	Atul Hiralal Shah	Up to ₹[●] million	Up to 12,600 Equity Shares of face value of ₹10 each	NA	November 3, 2025
19.	Bakul Hiralal Shah	Up to ₹[●] million	Up to 12,600 Equity Shares of face value of ₹10 each	NA	November 3, 2025
20.	Devinjit Singh	Up to ₹[●] million	Up to 6,750 Equity Shares of face value of ₹10 each	NA	November 3, 2025
21.	Perumal Ramamurthy Srinivasan	Up to ₹[●] million	Up to 6,750 Equity Shares of face value of ₹10 each	NA	November 3, 2025
22.	Bhavya Kapoor	Up to ₹[●] million	Up to 4,500 Equity Shares of face value of ₹10 each	NA	November 3, 2025

	Name of the Selling Shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of board resolution/ authorization	Date of consent letter
23.	Rahul Bahri	Up to ₹[●] million	Up to 1,800 Equity Shares of face value of ₹10 each	NA	November 3, 2025

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated January 7, 2026.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoters, members of our Promoter Group and Directors are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Each of the Selling Shareholders, severally and not jointly, confirms that it is 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.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

All the Equity Shares are fully paid up, and there are no partly paid up Equity Shares as on the date of filing of this Red Herring Prospectus.

Directors associated with the securities market

None of our Directors or entities with whom our Directors are associated, are associated with the securities market in any manner. No action has been initiated by SEBI against our Directors in the five years preceding the date of this Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters and members of the Promoter Group, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, in respect of Equity Shares of our Company, as on the date of this Red Herring Prospectus. Each of the Selling Shareholders have specifically confirmed that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, in respect of Equity Shares of our Company, as on the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has restated net tangible assets of at least ₹30 million, in each of the preceding three full financial years, as at March 31, 2025, March 31, 2024 and March 31, 2023;

- Our Company has an average restated operating profit of at least ₹150 million, during the preceding three financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10 million in each of the preceding three full financial years, as at March 31, 2025, March 31, 2024 and March 31, 2023, calculated on a restated basis; and

- Our Company has not changed its name in the year immediately preceding the date of this Red Herring Prospectus.

The computation of net tangible assets, operating profit, net worth, monetary assets, as restated and derived from the Restated Financial Information, as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, is set forth below:

Particulars	As at and for Financial Year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Net Tangible Assets as at(1), as restated (A) (₹ in million)	1,851.25	147.29	215.92
Operating Profit for the year ended(2), as restated (B) (₹ in million)	755.55	420.18	172.13
Net Worth as at(3), as restated (C) (₹ in million)	3,038.76	1,244.29	1,152.18
Monetary Assets as at(4), as restated (D) (₹ in million)	55.95	35.11	32.15
Monetary Assets(4), as restated as a % of Net Tangible Assets(1) (E)=(D)/(A) (in %)	3.02%	23.84%	14.89%

Notes:

(1) Net Tangible Assets, as restated, mean the sum of all net assets of the Company excluding intangible assets, intangible assets under development and goodwill, each on restated basis and as defined in Indian Accounting Standard 38.

(2) Operating Profit, as restated, has been calculated as restated profit before tax excluding other income and finance costs each on a restated basis.

(3) Net Worth, as restated, has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. For reconciliation of Net Worth, see "Management's Discussion and Analysis of Financial Condition and Results of Operations-NON-GAAP MEASURES" on page 441.

(4) Monetary Assets, as restated, means cash on hand + balance with bank in current accounts + balance with bank in deposit accounts + other bank balances on restated basis less deposits under lien.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, Promoters, members of the Promoter Group, each of the Selling Shareholders and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower;

(iv) None of our Promoters or Directors have been declared as a Fugitive Economic Offender;

(v) Other than employee stock options granted pursuant to the ESOP Schemes, there are no outstanding convertible securities of our Company or any other rights to convert debentures, loans or other instruments into, or which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Red Herring Prospectus;

(vi) Our Company along with Registrar to the Offer has entered into tripartite agreements dated November 6, 2024 and June 12, 2018, with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

(vii) The Equity Shares of our Company held by our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management Personnel, employees, QIBs, and entities regulated by the financial sector regulators (as defined under the SEBI ICDR Regulations), to the extent applicable, are in dematerialised form;

(viii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Red Herring Prospectus;

(ix) As the Offer is an Offer for Sale, there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance;

(x) Our Company shall not make an Allotment if the number of prospective Allottees is less than 1,000 in accordance with Regulation 49(1) of the SEBI ICDR Regulations and other applicable law. Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulations 5 and 7(1), to the extent applicable, 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.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE 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 THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING ICICI SECURITIES LIMITED, AVENDUS CAPITAL PRIVATE LIMITED AND AXIS CAPITAL LIMITED ("BRLMS") HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE SELLING SHAREHOLDERS, SEVERALLY AND NOT JOINTLY, WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THEIR OFFERED SHARES, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 10, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THE 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 THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Offer will be complied with at the time of filing of this Red Herring Prospectus with the Registrar of Companies 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 filing of the Prospectus with the Registrar of Companies in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, the Directors and the Book Running Lead Managers

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website at www.sedemac.com, or the respective websites (as applicable) of our Promoters, members of the Promoter Group, any affiliate of our Company or the BRLMs, as applicable, would be doing so at their own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the Bidders in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, trustees 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 Underwriters and each of their respective directors, officers, agents, affiliates, trustees 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, and their respective directors and officers, partners, trustees, affiliates, 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 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 from the Selling Shareholders

Each of the Selling Shareholders accept no responsibility for statements made otherwise than in this Red Herring Prospectus (only to the extent of those statements expressly made by such Selling Shareholder in this Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares) 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 www.sedemac.com, or the respective websites of any affiliate of our Company or the respective websites of the Book Running Lead Managers or the respective websites any of the Selling Shareholders would be doing so at his or her own risk.

Each of the Selling Shareholders, its respective directors, affiliates, associates, partners, designated partners, trustees and officers, as applicable, accept no responsibility for any statements made or undertakings provided in this Red Herring Prospectus other than those specifically made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and/or with respect to its portion of the Offered Shares.

Bidders will be required to confirm and will be deemed to have represented to each of the Selling Shareholders and/or their respective directors, partners, designated partners, trustees, associates, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Each of the Selling Shareholders and/or their respective directors, partners, designated partners, trustees, associates, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Life Insurance Companies and Pension Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, public financial institutions under Section 2(72) of the Companies Act, insurance companies registered with IRDAI, provident funds with minimum corpus of ₹250 million (subject to applicable law) and pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, 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, Systemically Important NBFCs registered with the RBI and registered multilateral and bilateral development financial institutions) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only. This Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including 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 the Draft Red Herring Prospectus has been filed with the SEBI for its observations and this Red Herring Prospectus has been filed with the RoC, the SEBI and the Stock Exchanges. Accordingly, the Equity Shares represented thereby may not be issued, directly or indirectly, and this Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or any of the Selling Shareholders since the date of this Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States to non-U.S. persons (as defined in Regulation S) 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 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. There will be no public offering in the United States.

Eligible Investors

The Equity Shares are being offered:

(i) in the United States to investors that are U.S. QIBs in private transactions exempt from or not subject to the registration requirements of the U.S. Securities Act; and
(ii) outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur;

and in each case who are deemed to have made the representations set forth immediately below.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of the Draft Red Herring Prospectus was submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is set forth below:

"*BSE Limited ("the Exchange") has given vide its letter dated January 7, 2026, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose for deciding on the matter of granting the aforesaid permission of this Company. The Exchange does not in any manner:-*

a. *warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or*
b. *warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or*
c. *take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.*

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of NSE

As required, a copy of the Draft Red Herring Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is set forth below:

"*As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/6421 dated January 07, 2026 permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.*

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares offered through this Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. NSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus in accordance with applicable law. 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 other time as prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% p.a. for the delayed period or such other rate prescribed by SEBI. For avoidance of doubt, each Selling Shareholder, shall be, severally and not jointly, liable to reimburse only to the extent of its respective portion of the Offered Shares, as required under Applicable Law, provided that none of the Selling Shareholders shall be responsible to pay such interest unless such delay is caused directly and solely by an act or omission of such Selling Shareholder in relation to its respective portion of the Offered Shares, and in such cases the Company shall be responsible to pay such interest.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, KMPs, senior management, legal counsel to our Company as to Indian law, Bankers to our Company, the BRLMs, the Registrar to the Offer, CRISIL, Statutory Auditor, CFO, practicing company secretary and independent chartered engineer, have been obtained and such consents have not been withdrawn as of the date of this Red Herring Prospectus. Further, consents in writing of the Syndicate Members, Escrow Collection Bank/Refund Bank/ Public Offer Account Bank/ Sponsor Banks to act in their respective capacities, will be obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under the Companies Act.

Experts to the Offer

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

Our Company has received written consent dated February 25, 2026 from B S R & Co. LLP, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated February 16, 2026 on our Restated Financial Information; and (ii) their report dated February 16, 2026 on the Statement of Special Tax Benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated February 25, 2026, from S K Patodia & Associates LLP, Chartered Accountants, as independent chartered accountant to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent through their certificate dated February 25, 2026, from the independent chartered engineer, namely Uday Dattatraya Sathe (registration number: M-118425-8), to include his name in this Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as a chartered engineer, in relation to his certificate dated February 25, 2026, certifying the information included under "*Our Business*" beginning on page 246, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated February 25, 2026, from M/s Nilesh Shah & Associates, an independent practicing company secretary, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as an independent practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding public or rights issues during the last five years

Our Company has not made any public or rights issue, each as defined in the SEBI ICDR Regulations, during the five years immediately preceding the date of this Red Herring Prospectus.

Particulars regarding capital issues by our Company and its listed subsidiaries, group companies, associate entities during the last three years

Other than as disclosed in "*Capital Structure*" beginning on page 96, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus.

As on the date of this Red Herring Prospectus, our Company does not have any listed subsidiaries, listed group companies or listed associates.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is an initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the previous issues in the last five years preceding the date of this Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of our Company

Our Company has not undertaken any rights issue or public issue, each as defined in the SEBI ICDR Regulations, in the five years preceding the date of this Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of the listed subsidiaries and promoter

Our Company does not have any subsidiaries or listed promoter.

Observations by regulatory authorities

There are no findings or observations pursuant to any inspections by SEBI or any other regulatory authority in India which are material and 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.

None of the Directors, Promoters or individuals forming part of the Promoter Group of our Company is appearing in the list of directors of struck-off companies.

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

Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)

ICICI Securities Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by ICICI Securities Limited:

Sr. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	WeWork India Management Limited^^	29,996.43	648.00(1)	October 10, 2025	650.00	-2.48% [+0.82%]	-4.21% [+3.38%]	NA*
2	Tata Capital Limited^^	1,55,118.70	326.00	October 13, 2025	330.00	-0.11% [+1.85%]	+10.43% [+1.81%]	NA*
3	Orkla India Limited^	16,673.30	730.00(2)	November 06, 2025	751.50	-13.60% [+2.88%]	-24.79% [+0.51%]	NA*
4	Studds Accessories Limited^	4,554.88	585.00	November 07, 2025	570.00	-8.33% [+3.00%]	-13.09% [+0.72%]	NA*
5	Sudeep Pharma Limited^^	8,950.00	593.00	November 28, 2025	730.00	+4.97% [-0.61%]	NA*	NA*
6	Nephrocare Health Services Limited^^	8,710.48	460.00(3)	December 17, 2025	490.00	+7.26% [-0.59%]	NA*	NA*
7	ICICI Prudential Asset Management Company Limited^^	1,06,026.50	2,165.00	December 19, 2025	2,600.00	+35.59% [-1.05%]	NA*	NA*
8	KSH International Limited^	6,444.48	384.00	December 23, 2025	370.00	-9.00% [-4.23%]	NA*	NA*
9	Bharat Coking Coal Limited^^	10,687.82	23.00(4)	January 19, 2026	45.00	+47.96% [+0.55%]	NA*	NA*
10	Shadowfax Technologies Limited^^	19,072.69	124.00	January 28, 2026	112.60	NA*	NA*	NA*

Source: www.nseindia.com; www.bseindia.com
Notes:
**Data not available*
^BSE as designated stock exchange
^^NSE as designated stock exchange
(1) *Discount of Rs. 60 per equity share offered to eligible employees. All calculations are based on Issue price 648.00 per equity share*
(2) *Discount of Rs. 69 per equity share offered to eligible employees. All calculations are based on Issue price 730.00 per equity share*
(3) *Discount of Rs. 41 per equity share offered to eligible employees. All calculations are based on Issue price 460.00 per equity share*
(4) *Discount of Rs. 1 per equity share offered to eligible employees. All calculations are based on Issue price 23.00 per equity share*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by ICICI Securities Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26*	20	5,53,471.56	-	-	10	3	2	4	-	1	3	1	-	3
2024-25	23	6,47,643.15	-	-	5	4	8	6	-	3	5	6	4	5
2023-24	28	2,70,174.98	-	-	8	5	8	7	-	1	4	10	5	8

**This data covers issues up to YTD*
Notes:
1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*

3. *30^{th}, 90^{th}, 180^{th} calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30^{th}, 90^{th}, 180^{th} calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

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Avendus Capital Private Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Avendus Capital Private Limited:

S. No.	Issue Name	Issue Size (₹ Mn)	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.	Amagi Media Labs Limited	17,886.19	361.00	January 21, 2026	317.00	+13.23% [+1.17%]	-	-
2.	ICICI Prudential Asset Management Company Limited	106,026.50	2,165.00	December 19, 2025	2,600.00	+35.59% [-1.05%]	-	-
3.	Lenskart Solutions Limited	72,780.15	402.00(1)	November 10, 2025	395.00	+1.60% [+1.04%]	+13.76% [+0.47%]	-
4.	Swiggy Limited	113,274.27	390.00(2)	November 13, 2024	420.00	+29.31%, [+4.20%]	-7.15%, [-0.75%]	-19.72%, [+1.91%]
5.	Brainbees Solutions Limited	41,937.28	465.00(3)	August 13, 2024	651.00	+ 37.49% [+ 3.23%]	+21.39% [+0.04%]	-10.02% [-2.40%]

Source: www.nseindia.com; www.bseindia.com

Notes:

1. In Lenskart Solutions Limited, the issue price to eligible employees was ₹ 383 after a discount of ₹ 19 per equity share

2. In Swiggy Limited, the issue price to eligible employees was ₹ 365 after a discount of ₹ 25 per equity share.

3. In Brainbees Solutions Limited, the issue price to eligible employees was ₹ 421 after a discount of ₹ 44 per equity share.

4. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Avendus Capital Private Limited:

Financial Year	Total No. of IPO's	Total Funds Raised (in Rs. Mn)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26*	3	196,692.84	-	-	-	-	1	2	-	-	-	-	-	-
2024-25	2	155,211.55	-	-	-	-	2	-	-	-	2	-	-	-
2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**This data covers issues up to YTD*

Notes:

1. *The information is as on the date of this Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

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Axis Capital Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Axis Capital Limited:

Sr. No.	Issue name	Issue size (₹ millions)	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	Aye Finance Limited(2)	10,100.00	129.00	16-Feb-26	129.00	-	-	-
2	Fractal Analytics Limited(2)%	28,339.00	900.00	16-Feb-26	876.00	-	-	-
3	ICICI Prudential Asset Management Company Limited(2)	106.026.53	2165.00	19-Dec-25	2600.00	+35.59%, [-1.05%]	-	-
4	Wakefit Innovation Limited(2)	12,888.00	195.00	15-Dec-25	195.00	-9.64%, [-1.13%]	-	-
5	Meesho Limited(2)	54,212.04	111.00	10-Dec-25	162.50	+48.56%, [-0.13%]	-	-
6	Tenneco Clean Air India Limited(2)	36,000.00	397.00	19-Nov-25	505.00	+18.35%, [-0.92%]	+38.04%, [-1.38%]	-
7	Physicswallah Ltd**(2)	34,800.00	109.00	18-Nov-25	145.00	+22.76%, [-0.35%]	-1.53%, [-0.40%]	-
8	Pine Labs Limited*(2)	38,999.08	221.00	14-Nov-25	242.00	+7.30%, [+0.53%]	-5.54%, [+0.17%]	-
9	Billionbrains Garage Venture Limited(2)	66,323.01	100.00	12-Nov-25	112.00	+45.45%, [+0.09%]	+66.18%, [-0.03%]	-
10	Lenskart Solutions Limited^(2)	72,780.15	402.00	10-Nov-25	395.00	+1.60%, [+1.04%]	+13.76%, [+0.27%]	-

Source: www.nseindia.com; www.bseindia.com
(2)NSE as Designated Stock Exchange
% Offer Price was ₹ 815.00 per equity share to Eligible Employees
*** Offer Price was ₹ 99.00 per equity share to Eligible Employees*
** Offer Price was ₹ 200.00 per equity share to Eligible Employees*
^Offer Price was ₹ 383.00 per equity share to Eligible Employees
& Offer Price was ₹ 439.00 per equity share to Eligible Employees

Notes:

a. *Issue Size derived from Prospectus/final post issue reports, as available.*
b. *The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
c. *Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
d. *In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.*
e. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Axis Capital Private Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-2026*	23	961,753.03	-	-	4	1	6	10	-	-	4	2	-	1
2024-2025	20	445,928.65	-	1	2	7	6	4	-	3	3	9	1	4
2023-	18	218,638.22	-	-	4	2	6	6	-	-	3	7	4	4

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024														

**This data covers issues up to YTD*

Notes:

1. *The information is as on the date of this Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

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Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the Book Running Lead Managers, as provided in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	ICICI Securities Limited	www.icicisecurities.com
2.	Avendus Capital Private Limited	www.avendus.com
3.	Axis Capital Limited	www.axiscapital.co.in

Stock Market Data of Equity Shares

This being an initial public offer of 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 the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, or such longer period as may be required under applicable law, to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

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 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), 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 enclose the Acknowledgment Slip or the application number from the Designated Intermediary 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.

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% p.a. of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI ICDR Master Circular, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% p.a. for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with the SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the post-Offer BRLM shall also compensate the investors at the rate higher of ₹100 or 15% p.a. of the Bid Amount for the period of such delay. Further, in terms of the SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, 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% p.a. 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

Scenario	Compensation amount	Compensation period
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹100 per day or 15% p.a. 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	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹100 per day or 15% p.a. 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% p.a. of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor at the rate of ₹100 per day or 15% p.a. 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. Further, in accordance with circulars prescribed by SEBI, from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Our Company, each of 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 SEBI ICDR Regulations.

Further, in accordance with circulars prescribed by SEBI, from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, 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.

For helpline details of the Book Running Lead Managers pursuant to the SEBI Circular SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 89.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances relating to Bids submitted with 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 and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Bidders can contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SEBI SCORES platform in terms of the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be five days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has not received investor complaints in relation to the Equity Shares for the three years prior to the filing of this Red Herring Prospectus, hence no investor complaint in relation to our Company is pending as on the date of filing of this Red Herring Prospectus.

Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. Our Company has also appointed Parsad Chavan as our Company Secretary and Compliance Officer. For details, see "*General Information – Company Secretary and Compliance Officer of our Company*" on page 88.

Our Company has constituted a Stakeholders Relationship Committee comprising of Poyni Bhatt (*Chairperson*); Manish Sharma and Amit Arun Dixit. For details, see "*Our Management – Stakeholders' Relationship Committee*" on page 298.

Exemption from complying with any provisions of SEBI ICDR Regulations

As on the date of this Red Herring Prospectus, our Company has not sought or obtained any exemption from the SEBI from compliance with any provisions of securities laws including the SEBI ICDR Regulations.

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 Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

SECTION IX: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of this Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital, offer for sale, and listing and trading of securities, issued from time to time, by SEBI, the GoI, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the GoI, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises an Offer for Sale by the Selling Shareholders. For details in relation to the sharing of Offer expenses, amongst our Company and the Selling Shareholder see "*Objects of the Offer – Offer Expenses*" on page 140.

Ranking of the Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares being offered and Allotted/ transferred in the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, MoA and AoA and shall rank *pari passu* with the existing Equity Shares in all respects including voting, right to receive dividends and other corporate benefits. For further details, see "*Description of Equity Shares and terms of the Articles of Association*" beginning on page 518.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association, dividend distribution policy of our Company, and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted or transferred Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and terms of the Articles of Association*" beginning on pages 310 and 518, respectively.

Face value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹10 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band, Employee Discount and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and published and advertised in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Pune editions of Loksatta, a Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located, each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date, along 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 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 on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with Book Running Lead Managers, after the Bid/Offer Closing Date.

At any given point of time, there shall be only one denomination for the Equity Shares, unless otherwise permitted by law.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;

- Right to receive surplus on liquidation, subject to any statutory and preferential claims being satisfied;

- Right of free transferability of their Equity Shares, subject to applicable laws including any RBI rules and regulations; and

- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and terms of the Articles of Association*" beginning on page 518.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, 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 with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated November 6, 2024 amongst our Company, NSDL and Registrar to the Offer; and

- Tripartite agreement dated June 12, 2018 amongst our Company, CDSL and Registrar to the Offer.

For details in relation to the Basis of Allotment, see "*Offer Procedure*" beginning on page 498.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share of face value of ₹10 each subject to a minimum Allotment of [●] Equity Shares of face value of ₹10 each. For further details, see "*Offer Procedure*" beginning on page 498.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, Maharashtra.

Period of operation of subscription list

See "*– Bid/ Offer Programme*" on page 490.

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.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who made the nomination, by giving a notice of such cancellation or variation to our Company. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the Registrar and Transfer Agent of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Bid/ Offer Programme

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
BID/OFFER OPENS ON	**Wednesday, March 4, 2026**(1)
BID/OFFER CLOSES ON	**Friday, March 6, 2026**(2)
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Monday, March 9, 2026
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Tuesday, March 10, 2026
Credit of Equity Shares to dematerialized accounts of Allottees	On or about Tuesday, March 10, 2026
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, March 11, 2026

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

(2) *UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Offer Closing Date, i.e. Friday, March 6, 2026.*

* *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 ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the agreements to be entered into between our Company with the relevant intermediaries, to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. Further, in terms of circulars prescribed by SEBI from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, 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. RIBs and individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹200,000 and up to ₹500,000, 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 above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, any of the Selling Shareholders or the BRLMs.

Any circulars or notifications from the SEBI after the date of this Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by 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 by our Company, in consultation with the BRLMs, or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholder, severally and not jointly, confirms that they shall extend such reasonable support and co-operation as may be reasonably requested by our Company and/or the BRLMs, in relation to itself and its respective portion of the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed under applicable law.

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 BRLMs and the Registrar to the Offer on a daily basis as per the format prescribed in the SEBI ICDR Master Circular.

SEBI *vide* circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

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 such period as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts) for RIBs, other than QIBs and Non-Institutional Investors, and Employee Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (syndicate non-retail, non-individual applications of QIBs and Non-Institutional Investors)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (syndicate non-retail, non-individual applications where Bid Amount is more than ₹500,000)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs* and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

* *UPI mandate end time shall be 5:00 p.m. on the Bid/ Offer Closing Date*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids*

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and NIBs, and

(ii) Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received from RIBs and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 1:00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period and revision shall not be accepted on Saturdays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/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. Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE, respectively. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank 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.

Our Company, in consultation with the BRLMs reserves 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 but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% 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 circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Banks, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-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.

Employee Discount

Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion, and, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, if any, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid. In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. 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 websites of the BRLMs and at the terminals of the members of the Syndicate. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Minimum Subscription

The requirement of minimum subscription is not applicable to the Offer for Sale in accordance with the SEBI ICDR Regulations. However, in the event our Company does not receive minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, if any, in accordance with applicable law, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued or offered under this Red Herring Prospectus, the Selling Shareholders, to the extent applicable, and 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 two days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% p.a.

Each of the Selling Shareholders shall reimburse, in proportion to the respective portion of Offered Shares of each such Selling Shareholder, any expense and interest incurred by our Company on behalf of the Selling Shareholders for any delay in making refunds as required under the Companies Act, 2013, the UPI Circulars and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest in such delay unless such delay is caused solely by, or is directly attributable to, an act or omission of the Selling Shareholders in relation to the Offered Shares.

Under subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company in consultation with the Book Running Lead Managers and subject to applicable law, and the Designated Stock Exchange. Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Offer and each of the Selling Shareholders, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of respective portion of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer 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 and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly. In terms of the UPI Circulars, in relation to the Offer, the BRLMs will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% p.a. of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

If our Company and the Selling Shareholders, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of our Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 96 and except as provided under the Articles of Association and under SEBI ICDR Regulations, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and terms of the Articles of Association"* beginning on page 518.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Allotment of Equity Shares only 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.

OFFER STRUCTURE

The Offer is of up to 8,043,300 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹ [●] million comprising an Offer for Sale of up to 8,043,300 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million by the Selling Shareholders. For details, see "*The Offer*" beginning on page 80.

The Offer comprises a Net Offer of up to [●] Equity Shares and Employee Reservation Portion of up to [●] Equity Shares. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹10 each.

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	**QIBs(1)**	**Non-Institutional Bidders**	**Retail Individual Bidders**	**Employee Reservation Portion(2)**
Number of Equity Shares available for Allotment/allocation*(3)	Not more than [●] Equity Shares of face value of ₹10 each	Not less than [●] Equity Shares of face value of ₹10 each available for allocation or Net Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares of face value of ₹10 each available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders	Up to [●] Equity Shares of face value of ₹10 each
Percentage of Offer Size available for Allotment/allocation	Not more than 50% of the Net Offer shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Offer. One third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1,000,000; and two third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders	The Employee Reservation Portion shall constitute up to [●] % of the Offer size
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate, as follows (excluding the Anchor Investor Portion): a) up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and b) up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, see "*Offer Procedure*" beginning on page 498.	The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see "*Offer Procedure*" beginning on page 498.	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000 (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees Bidding in the Employee Reservation Portion for a value exceeding ₹200,000 (net of Employee Discount, if any) subject to total

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion[(2)]
	Up to 60% of the QIB Portion (of up to [●] Equity Shares of face value of ₹10 each) may be allocated on a discretionary basis to Anchor Investors of which 40% shall be reserved for domestic Mutual Funds, Life Insurance Companies and Pension Funds, in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion reserved for Life Insurance Companies and Pension Funds, the balance Equity Shares shall be available for allocation to domestic Mutual Funds.			Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any).
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, (excluding the Anchor portion) subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, (excluding the QIB portion) subject to limits applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the maximum Bid Amount by each Eligible Employee in the Employee Reservation Portion does not exceed ₹500,000 (net of Employee Discount, if any)
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Mode of Allotment	Compulsorily in dematerialised form			
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share for QIB, Retail and Employee category thereafter for NIBs, allotment shall not be less than the Minimum Non-Institutional Application Size.			
Trading Lot	One Equity Share			
Who can apply[(4)(5)]	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	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)	Eligible Employees

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion[(2)]
	industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DD-II 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, and accredited investors as defined in clause (ab) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, for the limited purpose of their investment in Angel Funds registered with the Board, under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, in accordance with applicable laws.	FPIs and registered with SEBI.		
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[(3)] **In case of all other Bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Banks through the UPI Mechanism (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form			
Mode of Bidding	Through ASBA process only (except Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism. In case of Non-Institutional Investors, ASBA process (including the UPI Mechanism), to the extent of Bids up to ₹500,000			

* *Assuming full subscription in the Offer.*

(1) *Our Company, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis subject to there being (i) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (ii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 15 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 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 million. 40% shall be reserved for domestic Mutual Funds, Life Insurance Companies and Pension Funds, in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension 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 the Company, in consultation with the BRLMs. In the event of under-subscription in the Anchor Investor Portion reserved for Life Insurance Companies and Pension Funds, the balance Equity Shares shall be available for allocation to domestic Mutual Funds.*

(2) Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000 (net of Employee Discount, if any). However, a Bid by an Eligible Employee Bidding in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000 (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Non-Institutional Portion or the RIB Portion and such Bids will not be treated as multiple Bids. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

(3) Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations.

(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 price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN. For details of terms of payment of applicable to Anchor Investors, see General Information Document available on the website of the Stock Exchanges and the BRLMs. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

(5) In case of joint Bids, the Bid cum Application Form is required to contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder is required in the Bid cum Application Form and such First Bidder shall be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid. Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion, and, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, if any, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, if any, at the time of making a Bid.

The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by Foreign Portfolio Investors ("FPIs")*" on page 504 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

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*" beginning on page 488.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, may 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 announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

All Bidders should read the General Information Document for investing in public offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders. The Bidders should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) ("AV Circular") has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by finfluencers.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**").*

*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 RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with 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 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the 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, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its 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 and SEBI Circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, read with the SEBI ICDR Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars.*

In terms of Regulation 23(5) and Regulation 52 of the SEBI ICDR Regulations, the timelines and processes mentioned in 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.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, 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. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date .Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Red Herring Prospectus till the listing and commencement of trading of our Equity Shares.

The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our

Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. Such transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

Our Company, each of the Selling Shareholders, the BRLMs and members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus, when filed.

Further, our Company, each of the Selling Shareholders and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% shall be reserved for domestic Mutual Funds, Life Insurance Companies and Pension Funds, in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds, and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion reserved for Life Insurance Companies and Pension Funds, the balance Equity Shares shall be available for allocation to domestic Mutual Funds. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, up to [●] Equity Shares, aggregating to ₹ 10.00 million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000 (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and with press releases dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, Allottees may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase 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. Subsequently, SEBI *vide* its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

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 is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer will be made under UPI Phase III of the UPI Circular (on mandatory basis). The Offer will be advertised in all editions of Financial Express, a widely circulated English national daily newspaper and in all editions of Jansatta, a widely circulated Hindi national daily newspaper and in Pune editions of Loksatta, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located) each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

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 SCSBs as the Sponsor Banks to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 and up to ₹500,000, 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.

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.

The Sponsor Banks 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 Banks 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 Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

The Sponsor Banks shall host a web portals for intermediaries (closed user group) from the date of Bid/Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI ICDR Master Circular, in compliance with circulars prescribed by SEBI and applicable law.

Pursuant to 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 ("**UPI Streamlining Circular**"), 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 Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date. The Bid Cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion will be available only at our offices and branches in India.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders using the UPI Mechanism may also apply through the mobile applications using the UPI handles as provided on the website of the SEBI.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers

(ii) UPI Bidders using UPI Mechanism may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and Non-Institutional Bidders (other than Non-Institutional Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to the SEBI ICDR Master Circular.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders). ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis(1)	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis (1)	Blue
Anchor Investors(2)	White
Eligible Employees Bidding in the Employee Reservation Portion(3)	Pink

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) *Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).*

(2) *Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.*

(3) *Bid cum Application Forms for Eligible Employees shall be available at the Registered and Corporate Office of our Company.*

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI mandate request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI mandate requests for blocking of funds prior to the Cut-Off Time and all pending UPI mandate requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI ICDR Master Circular. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or the bankers to an issue) 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 Banks and the bankers to an issue.

The Sponsor Banks and Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI ICDR Master Circular.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI in accordance the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

Pursuant to NSE circular No. 25/2022 dated August 3, 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 pm 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 5:00 pm on the initial public offer closure day.

d) Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm IST for Retail Individual Bidders, and 4:00 pm for Non-Institutional Bidders and QIBs, on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoters and Promoter Group of our Company, the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs) or pension funds sponsored by entities which are associates of the BRLMs nor; (ii) any person related to the Promoters or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoter or Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoter or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through 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. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

Except to the extent of participation in the Offer for Sale, the Promoter and members of the Promoter Group will not participate in the Offer.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

Bids by Eligible Non-resident Indians (“NRIs”)

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non- Resident External ("**NRE**") accounts, or FCNR accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subject to compliance with the FEMA NDI Rules. In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Our Company has, pursuant to a Board resolution dated October 8, 2025 and a Shareholders' resolution dated October 9, 2025 increased the limit of investment of NRIs and OCIs up to a maximum aggregate limit of 24% of the paid-up equity share capital of our Company on a fully diluted basis, provided however that the shareholding of each NRI or OCI in our Company shall not exceed 5% of the total paid-up equity share capital of our Company on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time and the total shareholding of all NRIs and OCIs in our Company shall not exceed 24% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For further details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 517.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA NDI Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by Hindu Undivided Families ("HUFs")

Bids by Hindu Undivided Families or HUFs should be made, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by Foreign Portfolio Investors ("FPIs")

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our total paid-up equity share capital on a fully diluted basis. Further, in terms of the FEMA NDI Rules, the total holding by each FPI (or a group) shall be less than 10% of the total paid-up equity share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be sectoral caps applicable to our Company, which is 100% of the total paid-up equity share capital of our Company on a fully diluted basis.

In terms of the FEMA NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case the total holding of an FPI increases beyond 10% of the total paid-up equity share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

To ensure compliance with the above requirement, SEBI, pursuant to 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, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in the Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus.*"

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer equity share capital shall be liable to be rejected.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and

Development Authority established under sub-section (1) of Section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company and each of the Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by Securities and Exchange Board of India ("SEBI") registered Venture Capital Funds ("VCFs"), Alternate Investment Funds ("AIFs") and Foreign Venture Capital Investors ("FVCIs")

The SEBI FVCI Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA NDI Rules, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in an investee company directly or through investment in the units of other AIF. A Category III AIFs cannot invest more than 10% of the investible funds in an investee company directly or through investment in the units of other AIF. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, each of the Selling Shareholders, severally and not jointly, and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA NDI Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"). and the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company; (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI ICDR Master Circular. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, read with the Investments – Master Circular dated October 27, 2022, each amended ("**IRDAI Investment Regulations**") are broadly set forth below:

- equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

- the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

- the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000.00 or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 or more but less than ₹2,500,000.00.*

Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

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 ₹500,000 (net of Employee Discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion post the initial allocation, such unsubscribed portion may be allocated on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (i.e., Pink colour form). Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form

(b) 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 subject to a maximum Bid Amount of ₹500,000 (net of Employee Discount, if any). Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.

(c) Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism.

(d) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion and the Bidder should be an Eligible Employee as defined above.

(e) Only those Bids, which are received at or above the Offer Price, net of Employee Discount, if any, would be considered for Allotment under this category.

(f) An Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Non-Institutional Portion or the RIB Portion and such Bids will 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

(g) In case of joint bids, the First Bidder shall be an Eligible Employee.

(h) If the aggregate demand in this category 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.

Under-subscription, if any, (including Employee Reservation Portion), in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000 up to ₹500,000 net of employee discount if any.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

3) 40% shall be reserved for domestic Mutual Funds, Life Insurance Companies and Pension Funds, in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds, and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion reserved for Life Insurance Companies and Pension Funds, the balance Equity Shares shall be available for allocation to domestic Mutual Funds.

4) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

5) Our Company, in consultation with the BRLMs will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is up to ₹2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and (b) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15

Anchor Investors for allocation up to ₹2,500 million, and an additional 15 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9) Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% Equity Shares allotted to Anchor Investors shall be locked–in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

10) Neither the (a) Book Running Lead Managers(s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) or pension fund sponsored by entities which are associate of the Book Running Lead Managers nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company, each of the Selling Shareholders, severally and not jointly and the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in this Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees in the Employee Reservation Portion can revise their Bid(s) during the Bid/ Offer Period and withdraw or lower the size of their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Ensure that your PAN is linked with Aadhaar and you are in compliance with the notification of the Central Board of Direct Taxes dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with

press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023;

2. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number) in the Bid cum Application Form if you are not an UPI Bidder in the Bid cum Application Form and if you are an UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;

8. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

9. If the First Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

11. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

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. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

14. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

15. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

16. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

17. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

18. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

19. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of

obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

20. Ensure that the Demographic Details are updated, true and correct in all respects;

21. 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;

22. 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;

23. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

25. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

26. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

27. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

28. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. IST of the Bid/ Offer Closing Date;

29. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

30. 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;

31. Bids by Eligible NRIs for a Bid Amount of less than ₹200,000 would be considered under the retail category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the non-institutional category for allocation in the Offer;

32. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);

33. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and

34. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

35. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Banks issues the Mandate Request, the RIBs would be

required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner.

36. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
4. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
6. Do not submit the Bid for an amount more than funds available in your ASBA account;
7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
8. In case of ASBA Bidders, do not submit more than one ASBA Form ASBA Account;
9. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;
10. Anchor Investors should not Bid through the ASBA process;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares more than what is specified for each category;
21. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications);
22. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus;
23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;

25. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

26. Do not Bid if you are an OCB;

27. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;

28. Do not submit the Bid cum Application Forms to any non-SCSB bank;

29. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);

30. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders); ₹500,000 (net of Employee Discount, if any) for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

31. Do not Bid for a Bid Amount exceeding ₹200,000 for Bids by Retail Individual Bidders;

32. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders; and

33. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time is liable to be rejected.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

(a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

(b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

(c) Bids submitted on a plain paper;

(d) Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

(e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Banks);

(f) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

(g) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

(h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

(i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

(j) Bids submitted without the signature of the First Bidder or Sole Bidder;

(k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

(l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI ICDR Master Circular;

(m) GIR number furnished instead of PAN;

(n) Bids by RIBs with Bid Amount of a value of more than ₹200,000;

(o) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

(p) Bids accompanied by stock invest, money order, postal order, or cash; and

(q) Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out the Company Secretary and Compliance Officer. For further details of our Company Secretary and Compliance Officer, see "*General Information*" and "*Our Management*" beginning on pages 88 and 285, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% p.a. of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular (to the extent applicable) in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through this Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares to each RIBs shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to NIBs. The Equity Shares available for allocation to NIBs under the Non - Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1,000,000 and (ii) two-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of NIBs. The allotment to each NIB shall not be less than ₹200,000, subject to the availability of Equity Shares in the Non -Institutional Portion, and the remaining Equity Shares if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the BRLMs will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "SEDEMAC Mechatronics Limited- ANCHOR R A/C"

(b) In case of Non-Resident Anchor Investors: "SEDEMAC Mechatronics Limited - ANCHOR NR A/C"

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 Escrow Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a pre-Offer and price band advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Pune edition of Loksatta, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Offer and price band advertisement, we shall state the Bid/ Offer Opening Date and the 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.

Allotment advertisement

The Allotment advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, before 9 p.m. IST, on the date of receipt of the final listing and trading approval from the Stock Exchanges, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from the Stock Exchanges is received post 9:00 p.m. IST on that date, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Pune edition of Loksatta, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation.

The information set out above is given for the benefit of the Bidders/Applicants. Our Company, each of the Selling Shareholders, severally and not jointly and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price, but prior to filing of the Prospectus.

(b) After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see "*Terms of the Offer*" beginning on page 488.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Offer Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- Promoters' contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;

- 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 Working 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 shall be informed promptly;

- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently; and

- Except for issue of Equity Shares pursuant to exercise of employee stock options granted under the ESOP Schemes, no further issue of the Equity Shares shall be made till the Equity Shares offered through this Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally and not jointly, in respect of itself as a Selling Shareholder and its portion of the Offered Shares, specifically undertakes the following in respect of itself and its respective portion of the Offered Shares:

- its Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;

- it shall deposit its portion of Offered Shares in accordance with the Share Escrow Agreement to be executed between the Company, the Selling Shareholders and the share escrow agent of the Offer;

- it is the legal and beneficial owner of its respective portion of the Offered Shares and that such Offered Shares shall be transferred in the Offer, free from encumbrances; and

- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where listing is sought have been received.

Utilisation of Offer Proceeds

Our Company specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

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 ₹1,000,000 or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1,000,000 or 1% of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5,000,000 or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Policy**"), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

The FDI Policy will be valid until the DPIIT issues an updated circular. Pursuant to the FDI Policy, FDI in our Company 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 in India*" beginning on page 274.

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 SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Policy and the FEMA (Non-debt Instruments) Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 *vide* notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares, as applicable. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the FEMA NDI Rules and FDI Policy read with Press Note, 100% foreign direct investment is permitted under the automatic route in our Company, however, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible Non-resident Indians ("NRIs*")" and "*Offer Procedure – Bids by Foreign Portfolio Investors ("FPIs")*" on pages 503 and 504, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States to non-U.S. persons (as defined in Regulation S) 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 those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. 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 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 X: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. Further, the Articles of Association contain provisions that apply to a public company, which does not contain any special rights, and conforms to requirements and directions provided by the Stock Exchanges and provisions of the Companies Act, 2013, read with the applicable rule. There is no material clause in the Articles of Association which have been left out from disclosure having bearing on the Offer.

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SEDEMAC MECHATRONICS LIMITED

(Incorporated under the Companies Act, 1956)

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at Extraordinary General Meeting of the ***SEDEMAC MECHATRONICS LIMITED*** *(the "**Company**") held on 07th June, 2024. These Articles have been adopted as the Articles of Association of our Company in substitution for and to the exclusion of all the existing Articles thereof.*

PRELIMINARY

TABLE 'F' EXCLUDED

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013, as amended from time to time, shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

DEFINITIONS AND INTERPRETATION

3. In these Articles, the following words and expressions, unless repugnant to the subject, shall mean the following:

"***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 the annual general meeting of the Company convened and held in accordance with the Act.

"***Articles of Association***" **or** "***Articles***" mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.

"***Board***" or "***Board of Directors***" means the board of directors of the Company in office at applicable times.

"***Company***" means **SEDEMAC MECHATRONICS LIMITED**, a company incorporated under the laws of India.

"***Depository***" means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"***Director***" shall mean any director of the Company, including alternate directors, independent directors and nominee directors appointed in accordance with and the provisions of these Articles.

"***Equity Shares***" shall mean the issued, subscribed and fully paid-up equity shares of the Company of Rs. 10 (Rupees Ten only) each;

"***Exchange***" shall mean BSE Limited and the National Stock Exchange of India Limited.

"***Extraordinary General Meeting***" means an extraordinary general meeting of the Company convened and held in accordance with the Act;

"***General Meeting***" means any duly convened meeting of the shareholders of the Company and any adjournments thereof;

"***Member***" means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

"***Memorandum***" or "***Memorandum of Association***" means the memorandum of association of the Company, as may be altered from time to time;

"***Office***" means the registered office or the Corporate Office, as the circumstances apply, for the time being, of the Company;

"***Officer***" shall have the meaning assigned thereto by the Act;

"***Ordinary Resolution***" shall have the meaning assigned thereto by the Act;

"***Register of Members***" *or* "***Register***" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository; and

"***Special Resolution***" shall have the meaning assigned thereto by the Act.

4. Except where the context requires otherwise, these Articles will be interpreted as follows:

(a) headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles.

(b) where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;

(c) words importing the singular shall include the plural and vice versa;

(d) all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders;

(e) the expressions "hereof", "herein" and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;

(f) the *ejusdem generis* (of the same kind) rule will not apply to the interpretation of these Articles. Accordingly, ***include*** and ***including*** will be read without limitation;

(g) any reference to a ***person*** includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits, include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns;

(h) a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;

(i) references made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified.

(j) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time:

  (i) that statute or statutory provision as from time to time consolidated, modified, re-enacted or replaced by any other statute or statutory provision; and

(ii) any subordinate legislation or regulation made under the relevant statute or statutory provision;

(k) references to writing include any mode of reproducing words in a legible and non-transitory form; and

(l) references to ***Rupees, Re., Rs., INR, ₹*** are references to the lawful currency of India.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. AUTHORISED SHARE CAPITAL

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 stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

6. NEW CAPITAL PART OF THE EXISTING CAPITAL

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

7. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

(a) Equity Share capital:

(i) with voting rights; and/or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and

(b) Preference share capital.

8. SHARES AT THE DISPOSAL OF THE DIRECTORS

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with Section 52 and 53 and other provisions of the Act) and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit.

9. CONSIDERATION FOR ALLOTMENT

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares. Provided that, the option or right to call for shares shall not be given to any person or persons without the sanction of the Company in a General Meeting. As regards all allotments, from time to time made, the Board shall duly comply with Sections 23 and 39 of the Act, as the case may be.

10. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CERTIFICATE

Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

(b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

(c) cancel shares which at the date of such General Meeting 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;

(d) 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

(e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

11. FURTHER ISSUE OF SHARES

(1) Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(A)

(i) 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 conditions mentioned in (ii) to (iv) below;

(ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed and not exceeding thirty days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue;

(iii) 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 (ii) shall contain a statement of this right;

(iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;

(B) to employees under any scheme of employees' stock option subject to Special Resolution passed by the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

(C) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to compliance with the applicable conditions of Chapter III of the Act and any other conditions as may be prescribed under the Act and the rules made thereunder;

(2) Nothing in sub-clause (iii) of Clause (1)(A) shall be deemed:

(i) To extend the time within which the offer should be accepted; or

(ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company:

Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the Company in a General Meeting.

(4) Notwithstanding anything contained in Article 11(3) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

(5) ESOP Equity: Subject to the provisions of the Act, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification thereof from time to time and all other applicable laws, if any, the company may from time to time issue any securities including equity shares, preference shares whether convertible into equity or not, debenture, whether convertible into equity or not, as shares, warrants and/or any other securities under any Employee Stock Option Plan or Scheme (ESOP), to the eligible employees, working directors and others as may be approved by the Board or Committee of Directors authorized by the Board in this regard.

(6) Sweat Equity: Subject to the provisions of section 54 of the Act, read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification thereof from time to time and all other applicable laws, if any, the Company may from time to time issue any securities including equity shares, preference shares whether convertible into equity or not, debenture, whether convertible into equity or not, as sweat equity shares, warrants and/or any other securities.

(7) *Warrants: Subject to provisions of sections 42 and 62 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification thereof from time to time and all other applicable laws, if any, and subject to approval of the shareholders of the Company, as applicable, the Company may from time to time issue, whether to existing shareholders or other persons as may be identified in compliance with applicable law, warrants which are by their terms convertible or exchangeable into equity shares at the option of the warrant holders, at such price and within such period as may be determined by the Board, subject to compliance with applicable law.

A further issue of shares may be made in any manner whatsoever, including pursuant to issue of warrants as contemplated in sub-clause (7) above, as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

*Foot Note: Addition of Clause No. 11(7) related to warrants pursuant to Special Resolution passed at an Extra Ordinary General Meeting held on 29th May, 2025.

12. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES

Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members, shall, for the purpose of these Articles, be a Member.

13. RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT

The Board shall observe the restrictions as regards allotment of shares to the public contained in the Act, and as regards return on allotments, the Directors shall comply with applicable provisions of the Act.

14. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY

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 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.

15. INSTALLMENTS ON SHARES

If, by the conditions of allotment of any shares, whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of the share or his legal representative.

16. MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS

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 remain 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.

17. VARIATION OF SHAREHOLDERS' RIGHTS

(a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth 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 issued shares of that class, as prescribed by the Act.

(b) Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to general meeting 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.

(c) 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.

18. PREFERENCE SHARES

(a) **Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) **Convertible Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

Subject to the provisions of the Act and Rules made in this behalf, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act

19. PAYMENTS OF INTEREST OUT OF CAPITAL

The Company shall have the power to pay interest out of its capital on so much of the shares which have been issued for the purpose of raising money to defray the expenses of the construction of any work or building for the Company in accordance with the Act.

20. AMALGAMATION

Subject to provisions of these Articles, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies subject to the provisions of the Act and any other applicable law.

SHARE CERTIFICATES

21. ISSUE OF CERTIFICATE

Every Member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors so determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the company secretary, wherever the Company has appointed a company secretary.

22. RULES TO ISSUE SHARE CERTIFICATES

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the Act.

23. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued upon payment of such fees for each certificate as may be specified by the Board (which fees shall not exceed the maximum amount permitted under the applicable law). 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 the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall *mutatis mutandis* apply to debentures of the Company.

UNDERWRITING & BROKERAGE

24. 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) for shares or debentures of the Company and provisions of the Act shall apply.

(b) The Company may also, in any issue, pay such brokerage as may be lawful.

(c) 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

25. COMPANY'S LIEN ON SHARES / DEBENTURES

The Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the company's lien if any, on such shares.

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.

26. LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a share / debenture 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.

27. ENFORCING LIEN BY SALE

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 (14) 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 to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

28. VALIDITY OF SALE

To give effect to any such sale, the Board may authorize any person to transfer 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.

29. VALIDITY OF COMPANY'S RECEIPT

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (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.

30. APPLICATION OF SALE PROCEEDS

The proceeds of any such 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 and 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.

31. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

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 recognize 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.

32. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

CALLS ON SHARES

33. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by 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. 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.

34. NOTICE FOR CALL

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 or more Members as the Board may deem appropriate in any circumstances.

35. CALL WHEN MADE

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 authorizing such call was passed at the meeting of the Board and may be required to be paid in installments.

36. LIABILITY OF JOINT HOLDERS FOR A CALL

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

37. CALLS TO CARRY INTEREST

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 the rate of ten percent or such other 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.

38. DUES DEEMED TO BE CALLS

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.

39. EFFECT OF NON-PAYMENT OF SUMS

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.

40. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

The Board –

(a) may, subject to provisions of the Act, if it thinks fit, receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable by him. The Directors may at any times repay the amount so advanced.

41. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

FORFEITURE OF SHARES

42. BOARD TO HAVE A RIGHT TO FORFEIT SHARES

If a Member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment 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 installment or other money 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.

43. NOTICE FOR FORFEITURE OF SHARES

The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen days from the date of services of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

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.

44. RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE

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.

45. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY

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.

46. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

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.

47. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE

A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

48. EFFECT OF FORFEITURE

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.

49. CERTIFICATE OF FORFEITURE

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.

50. TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES

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 favor 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.

51. VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument 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.

52. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES

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.

53. BOARD ENTITLED TO CANCEL FORFEITURE

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 as it thinks fit.

54. SURRENDER OF SHARE CERTIFICATES

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.

55. SUMS DEEMED TO BE CALLS

The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

56. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

TRANSFER AND TRANSMISSION OF SHARES

57. REGISTER OF TRANSFERS

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.

58. ENDORSEMENT OF TRANSFER

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

59. INSTRUMENT OF TRANSFER

(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

(b) The Board may decline to recognize any instrument of transfer unless-

(i) the instrument of transfer is in the form prescribed under the Act;

(ii) the instrument of transfer is accompanied by the certificate of 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

(iii) the instrument of transfer is in respect of only one class of shares.

(c) 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.

60. EXECUTION OF TRANSFER INSTRUMENT

Every such instrument of transfer shall be executed, both by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

61. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS

Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven (7) days' notice or such period as may be prescribed, to close the transfer books, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty-five (45) days in each year as it may seem expedient.

62. DIRECTORS MAY REFUSE TO REGISTER TRANSFER

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. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

63. TRANSFER OF PARTLY PAID SHARES

Where in the case of partly paid shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

64. TITLE TO SHARES OF DECEASED MEMBERS

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

65. TRANSFERS NOT PERMITTED

No share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid shares through a legal guardian.

66. TRANSMISSION OF SHARES

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. 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. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer 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.

67. RIGHTS ON TRANSMISSION

A person becoming entitled to a share by reason of the death or insolvency of the holder shall, subject to the Board's right to retain such dividends or money, 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 a 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 (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

68. SHARE CERTIFICATES TO BE SURRENDERED

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.

69. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

70. TRANSFER AND TRANSMISSION OF DEBENTURES

The provisions of these Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

ALTERATION OF CAPITAL

71. RIGHTS TO ISSUE SHARE WARRANTS*

*Foot Note: Clause No. 71 deleted pursuant to Special Resolution passed at an Extra Ordinary General Meeting held on 29th May, 2025.

72. BOARD TO MAKE RULES

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

73. SHARES MAY BE CONVERTED INTO STOCK

Where shares are converted into stock:

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

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 Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/ "Member" shall include "stock" and "stock-holder" respectively.

74. REDUCTION OF CAPITAL

The Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

(a) its share capital; and/or

(b) any capital redemption reserve account; and/or

(c) any share premium account

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.

75. DEMATERIALISATION OF SECURITIES

(a) The Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

(b) <u>Dematerialisation/Re-materialisation of securities</u>

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, re-materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) <u>Option to receive security certificate or hold securities with the Depository</u>

Every person to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its record, the name of the allottees as the beneficial owner of that security. Such a person who is the beneficial owner of the Shares can at any time opt out of a Depository, if permitted by the law, in respect of any Shares in the manner provided by the Depositories Act, 1996 and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of Shares. In the case of transfer of Shares or other marketable securities where the Company has not issued any certificates and where such Shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply.

(d) <u>Securities in electronic form</u>

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

(e) Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(f) Register and index of beneficial owners

The Company shall cause to be kept a register and index of members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

76. BUY BACK OF SHARES

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

77. ANNUAL GENERAL MEETINGS

(a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.

(b) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.

78. EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called “Extraordinary General Meeting”. Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

79. EXTRAORDINARY MEETINGS ON REQUISITION

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.

80. NOTICE FOR GENERAL MEETINGS

All General Meetings shall be convened by giving not less than clear twenty-one (21) days’ notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

81. SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty-one (21) days.

82. CIRCULATION OF MEMBERS’ RESOLUTION

The Company shall comply with provisions of Section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

83. SPECIAL AND ORDINARY BUSINESS

(a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.

(b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

84. QUORUM FOR GENERAL MEETING

Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

85. TIME FOR QUORUM AND ADJOURNMENT

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

86. CHAIRMAN OF GENERAL MEETING

The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company.

87. ELECTION OF CHAIRMAN

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

88. ADJOURNMENT OF MEETING

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, but 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 the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

89. VOTING AT MEETING

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General 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 General Meeting, whose decision shall be final and conclusive.

90. DECISION BY POLL

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

91. CASTING VOTE OF CHAIRMAN

In case of equal votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member.

92. 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.

VOTE OF MEMBERS

93. VOTING RIGHTS OF MEMBERS

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up Equity Share capital.

(c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

94. VOTING BY JOINT-HOLDERS

In case of joint holders, the vote of first named of such joint holders in the Register of Members who tenders a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

95. VOTING BY MEMBER OF UNSOUND MIND

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 legal guardian may, on a poll, vote by proxy.

96. NO RIGHT TO VOTE UNLESS CALLS ARE PAID

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

97. PROXY

Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting. The proxy shall not be entitled to vote except on a poll.

98. INSTRUMENT OF PROXY

An instrument appointing a proxy shall be in the form as prescribed under the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a body corporate either under its common seal or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

99. VALIDITY OF PROXY

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 shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

100. CORPORATE MEMBERS

Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

DIRECTOR

101. NUMBER OF DIRECTORS

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that the Company may appoint more than fifteen (15) directors after passing a Special Resolution.

The persons hereinafter named are the first Directors of the Company:

1. Mr. Shashikanth Suryanarayanan
2. Mr. Pushkaraj Panse
3. Mr. Manish Sharma
4. Mr. Amit Dixit

102. SHARE QUALIFICATION NOT NECESSARY

Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

103. ADDITIONAL DIRECTORS

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Any such additional Director shall hold office only up to the date of the next Annual General Meeting.

104. ALTERNATE DIRECTORS

(a) The Board may, appoint a person, not being a person holding any alternate directorship for any other director in the Company or holding directorship in the Company, to act as an alternate director for a director during his absence for a period of not less than 3 (three) months from India (hereinafter in this Article called the "**Original Director**").

(b) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

(c) No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

105. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY

If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. The director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.

106. REMUNERATION OF DIRECTORS

(a) A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

(b) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

(c) The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

107. REMUNERATION FOR EXTRA SERVICES

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

108. CONTINUING DIRECTOR MAY ACT

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company, but for no other purpose.

109. VACATION OF OFFICE OF DIRECTOR

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act.

ROTATION AND RETIREMENT OF DIRECTOR

110. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR*

At the Annual General Meeting of the Company to be held every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Independent Directors appointed under Section 149 of the Act shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

**Foot Note: Alteration of Clause No. 110 related to One-third of Directors to Retire every year to Special Resolution passed at an Extra-Ordinary General Meeting held on 09th October, 2025.*

111. RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION

A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

112. WHICH DIRECTOR TO RETIRE

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

113. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION

Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office and may, by an Ordinary Resolution, appoint another person instead.

Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the company only by passing a Special Resolution and after giving him a reasonable opportunity of being heard.

114. DIRECTORS NOT LIABLE FOR RETIREMENT

The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution. The number of such Directors shall not be contrary to the limits prescribed under the Act.

115. DIRECTOR FOR COMPANIES PROMOTED BY THE COMPANY

Directors of the Company may be or become a director of any company promoted by the Company or in which it may be interested as vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.

PROCEEDINGS OF BOARD OF DIRECTORS

116. MEETINGS OF THE BOARD

(a) Unless otherwise exempted by any law or applicable regulatory provision, if any the Board of Directors shall meet at least 4 times in a year with a maximum gap of 120 days between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.

(b) The chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

(c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

(d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

117. QUESTIONS AT BOARD MEETING HOW DECIDED

Questions arising at any time at a meeting of the Board shall be decided by majority of votes and in case of equality of votes, the chairman, in his absence the vice chairman or the Director presiding shall have a second or casting vote.

118. QUORUM

Subject to the provisions of the Act and other applicable law, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum, if permitted under applicable law.

At any time, the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term ‘interested director’ means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

119. ADJOURNED MEETING

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

120. ELECTION OF CHAIRMAN OF BOARD

(a) The Board may elect a chairman of its meeting and determine the period for which he is to hold office.

(b) If no such chairman is elected or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

121. POWERS OF DIRECTORS

(a) The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

(b) 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 maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

122. DELEGATION OF POWERS

(a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members of its body as it thinks fit.

(b) Any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

123. ELECTION OF CHAIRMAN OF COMMITTEE

(a) A committee may elect a chairman of its meeting. If no such chairman is elected or if at any meeting the chairman 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 the chairman of the committee meeting.

(b) The quorum of a committee may be fixed by the Board of Directors and if the Board do not fix quorum for any of its committee, then the provision related to the quorum of the Board shall apply mutatis mutandis for the quorum of such committee.

124. QUESTIONS HOW DETERMINED

(a) A committee may meet and adjourn as it thinks proper.

(b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairman shall have a second or casting vote, in addition to his vote as a member of the committee.

125. VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE

All acts done by any meeting of the Board, 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 even such Director or such person has been duly appointed and was qualified to be a Director.

126. RESOLUTION BY CIRCULATION

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

127. MAINTENANCE OF FOREIGN REGISTER

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any register.

128. BORROWING POWERS

(a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans (as defined under Section 180(1) of the Act) obtained from the Company’s bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company, its free reserves and securities premium. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.

(d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company 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 the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

129. NOMINEE DIRECTORS

(a) Subject to the provisions of the Act, so long as any moneys remain owing by the Company to financial institutions regulated by the Reserve Bank of India, state financial corporation or any financial institution owned or controlled by the Central Government or State Government or any non-banking financial company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures / shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution / corporation / company (hereinafter referred to as the “**Corporation**”) so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non-whole-time (which Director or Director/s is/are hereinafter referred to as “**Nominee Directors/s**”) on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s) who will not be liable to retirement by rotation as long as the Company owes to the institution to which he represents.

(b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.

(d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

130. REGISTER OF CHARGES

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

131. MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTORS

(a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing director and/ or whole time directors for such term and subject to such remuneration, terms and conditions as they may think fit.

(b) The Directors may from time to time resolve that there shall be either one or more managing directors and/ or whole-time directors.

(c) In the event of any vacancy arising in the office of a managing director and/or whole-time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.

(d) If a managing director and/or whole-time director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing director/whole time director.

(e) The managing director and/or whole-time director shall not be liable to retirement by rotation as long as he holds office as managing director or whole-time director. In case the Company does not have required number of directors liable to retire, then the managing director / whole time directors may be retired by rotation in order to comply with the provisions of the Act.

132. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR

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 Board’s direction.

133. REIMBURSEMENT OF EXPENSES

The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

134. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act —

(a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time.

(c) A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

COMMON SEAL

135. CUSTODY OF COMMON SEAL

The Board shall provide for the safe custody of the common seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof.

136. SEAL HOW AFFIXED

The Directors shall provide a common seal for the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by or under the authority of the Directors or a committee of the Directors previously given, and in the presence of at least one Directors and of the company secretary or such other person duly authorised by the Directors or a committee of the Directors, who shall sign every instrument to which the seal is so affixed in his 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 authorized for the purpose.

DIVIDEND

137. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

138. INTERIM DIVIDENDS

Subject to the provisions 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.

139. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND

(a) Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

(b) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account of the Company".

(c) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) 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 the Act.

(d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(e) All other provisions under the Act including but not limited to transfer of underlying shares to Investor Education and Protection Fund will be complied with in relation to the unpaid or unclaimed dividend.

140. DIVISION OF PROFITS

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.

141. DIVIDENDS TO BE APPORTIONED

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.

142. RESERVE FUNDS

(a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.

(b) The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

143. DEDUCTION OF ARREARS

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.

144. RETENTION OF DIVIDENDS

The Board may retain dividends payable upon shares in respect of which any person is, under Articles 57 to 70 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

145. RECEIPT OF JOINT HOLDER

Any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other moneys payable in respect of such shares.

146. DIVIDEND HOW REMITTED

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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

147. DIVIDENDS NOT TO BEAR INTEREST

No dividends shall bear interest against the Company.

148. TRANSFER OF SHARES AND DIVIDENDS

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.

CAPITALIZATION OF PROFITS

149. CAPITALISATION OF PROFITS

(a) The Company in General Meeting, may, on recommendation of the Board resolve:

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

(ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (c) below, either in or towards:

(i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

(ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in sub-clause (i) and partly that specified in sub-clause (ii).

(iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

(v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

150. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

(a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

(b) The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates, if permitted under law or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and

(ii) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on such Members.

ACCOUNTS

151. WHERE BOOKS OF ACCOUNTS TO BE KEPT

The books of account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

152. INSPECTION BY DIRECTORS

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act.

153. INSPECTION BY MEMBERS

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the

Company except as conferred by law or authorised by the Board.

SERVICE OF DOCUMENTS AND NOTICE

154. MEMBERS TO NOTIFY ADDRESS IN INDIA

Each registered holder of shares from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

155. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

If a Member has no registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

156. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

157. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:

(a) To the Members of the Company as provided by these Articles.

(b) To the persons entitled to a share in consequence of the death or insolvency of a Member.

(c) To the Directors of the Company.

(d) To the auditors for the time being of the Company; in the manner authorized by as in the case of any Member or Members of the Company.

158. NOTICE BY ADVERTISEMENT

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

159. MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDERS

Every person, who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to his name and address being entered in the Register of Members, shall have been duly served on or sent to the person from whom he derived his title to such share.

Any notice to be given by the Company shall be signed by the managing Director or by such Director or secretary (if any) or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

WINDING UP

160. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016, as amended (to the extent applicable). Subject to the applicable provisions of the Act–

(a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

(d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

161. APPLICATION OF ASSETS

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.

INDEMNITY

162. DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY

Subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. 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 negligence, willful misconduct or bad faith acts or omissions of such Director or Officer.

163. INSURANCEs

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

164. SECRECY

No Member 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 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. Every manager, auditor, trustee, member of a Committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Board, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all *bona fide* transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by the law of the country and except so far as may be necessary in order to comply with any of the provisions in these Articles, the provisions of the Act and the law.

GENERAL AUTHORITY

165. 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.

SECTION XI: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of this Red Herring Prospectus which will be filed with the RoC, except for such contracts and documents that will be entered into or executed subsequent to the filing of this Red Herring Prospectus with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office between 10:00 a.m. and 5:00 p.m. IST on all Working Days and shall be also available on the website of our Company at https://www.sedemac.com/investors/other-information/ipo-offer-documents/material-contracts from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be entered into or executed subsequent to the completion of the Bid/Offer Closing Date.

A. Material Contracts for the Offer

(1) Offer Agreement dated November 10, 2025 entered into amongst our Company, Selling Shareholders and the BRLMs.

(2) Registrar Agreement dated November 10, 2025 entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer.

(3) Cash Escrow and Sponsor Banks Agreement dated February 24, 2026 amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Bankers to the Offer and Syndicate Members.

(4) Share Escrow Agreement dated February 19, 2026 amongst the Selling Shareholders, our Company and the Share Escrow Agent.

(5) Syndicate Agreement dated February 24, 2026 amongst our Company, the Selling Shareholders, Registrar to the Offer, the BRLMs and Syndicate Members.

(6) Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

B. Material Documents

(1) Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.

(2) Certificate of incorporation dated July 18, 2007, issued to our Company, under the name '*SEDEMAC Mechatronics Private Limited*' by the RoC.

(3) Certificate of incorporation dated September 2, 2024 for conversion of our Company from private limited company to a public limited company and change in name of our Company to *'SEDEMAC Mechatronics Limited'*.

(4) Resolution of the Board of Directors dated November 3, 2025 approving the Offer.

(5) Resolution of the Board of Directors dated November 3, 2025 taking on record the approval for the Offer for Sale by each of the Selling Shareholders.

(6) Resolution of the Board of Directors dated November 10, 2025 approving the Draft Red Herring Prospectus.

(7) Resolution of the Board of Directors dated February 25, 2026, approving this Red Herring Prospectus.

(8) Shareholders' Agreement dated April 26, 2024, entered into by and amongst Iron Pillar Fund I Ltd, Iron Pillar India Fund I, NRJN Family Trust (represented by Entrust Family Office Trusteeship Services Private Limited), Xponentia Opportunities Fund II, A91 Emerging Fund II LLP, 360 One Special Opportunities Fund - Series 8, 360 One Monopolistic Market Intermediaries Fund, SEDEMAC Mechatronics Private Limited, Prof. Shashikanth Suryanarayanan, Amit Arun Dixit, Manish Sharma and other Shareholders, as amended by the First Amendment Agreement dated July 18, 2024, Second Amendment Agreement dated January 7, 2025 and Third Amendment Agreement dated October 7, 2025.

(9) Business transfer agreement dated August 29, 2016 between our Company and Messrs Auto Electronics.

(10) Valuation report dated September 1, 2016 for the Business transfer agreement dated August 29, 2016 between our Company and Messrs Auto Electronics.

(11) Resolution dated February 25, 2026 passed by the Audit Committee approving the KPIs for disclosure.

(12) Board and the Shareholders resolutions dated March 26, 2025 and May 29, 2025, respectively, approving the remuneration payable to Prof. Shashikanth Suryanarayanan and Amit Arun Dixit.

(13) Board and the Shareholders resolutions dated May 13, 2025 and May 29, 2025, respectively, approving the remuneration payable to Manish Sharma.

(14) Board and the Shareholders resolutions dated June 21, 2025 and June 23, 2025, respectively, approving the remuneration payable to Udo Edgar Wolz.

(15) Board and the Shareholders resolutions dated June 21, 2025 and June 23, 2025, respectively, approving the remuneration payable to Namakal S Parthasarathy and Poyni Bhatt.

(16) Appointment agreement dated September 20, 2025 entered into between our Company and Udo Edgar Wolz.

(17) Certificate dated February 25, 2026 issued by S K Patodia & Associates LLP, Chartered Accountants certifying (i) the KPIs of our Company; (ii) the weighted average cost of acquisition of equity shares of our Company; (iii) weighted average cost of acquisition of all shares transacted in last three years, eighteen months and one year; (iv) basis of offer price; (v) remuneration of the Directors, Key Managerial Personnel and Senior Management Personnel; (iii) tax litigation involving our Company, Directors and Promoters; (iv) the outstanding dues to creditors; and (v) the financial indebtedness of our Company.

(18) Certificate dated February 25, 2026 issued by B S R & Co. LLP, certifying our Company's eligibility for the Offer.

(19) Consent letters from each of the Selling Shareholders, authorising their participation in the Offer. For further details, see "*The Offer*" beginning on page 80.

(20) Consent dated February 25, 2026 from the B S R & Co. LLP , holding a valid peer review certificate from the ICAI, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013, to the extent and in their capacity as our Statutory Auditor, and in respect of their (a) examination report dated February 16, 2026 on the Restated Financial Information, and (b) report dated February 16, 2026 on the statement of special tax benefits; and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined underthe US Securities Act.

(21) Consent dated February 25, 2026 from the independent chartered engineer, namely Uday Dattatraya Sathe (registration number: M-118425-8), to include their name in this Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as a chartered engineer, in relation to their certificate dated February 25, 2026, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

(22) Consent dated February 25, 2026 from S K Patodia & Associates LLP, Chartered Accountants, as independent chartered accountants to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

(23) Consent dated February 25, 2026, from M/s Nilesh Shah & Associates, an independent practicing company secretary, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as an independent practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

(24) The examination report dated February 16, 2026 of the Statutory Auditor on our Restated Financial Information included in this Red Herring Prospectus.

(25) The statement of special tax benefits available to our Company and our Shareholders dated February 16, 2026 from the Statutory Auditor.

(26) Consents of our Directors, Company Secretary and Compliance Officer, legal counsel to our Company as to Indian law, Bankers to our Company, Banker(s) to the Offer, the BRLMs, Syndicate Members, Registrar to the Offer to act in their specific capacities.

(27) Report titled '*Industry assessment for control technologies used in automotive, generator and power tools industry*' dated February 2026 prepared and issued by CRISIL which has been commissioned and paid for by our Company exclusively for the purposes of the Offer.

(28) Consent dated February 24, 2026 from CRISIL in respect of the CRISIL Report.

(29) Due diligence certificate dated November 10, 2025 addressed to SEBI from the BRLMs.

(30) In-principle listing approvals each dated January 7, 2026, issued by BSE and NSE, respectively.

(31) SEBI final observation letter no. SEBI/HO/CFD/RAC-DIL3/I/4366/2026 dated February 6, 2026.

(32) Tripartite agreement dated November 6, 2024 amongst our Company, NSDL and Registrar to the Offer.

(33) Tripartite agreement dated June 12, 2018 amongst our Company, CDSL and Registrar to the Offer.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Prof. Shashikanth Suryanarayanan

Managing Director

Place: Mumbai

Date: February 25, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Amit Arun Dixit

Joint Managing Director

Place: Pune

Date: February 25, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Manish Sharma

Whole Time Director and Chief Operating Officer

Place: Pune

Date: February 25, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Namakal S Parthasarathy

Independent Director

Place: Bangalore

Date: February 25, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Poyni Bhatt

Chairperson and Independent Director

Place: Mumbai

Date: February 25, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Udo Edgar Wolz

Non-Executive Director

Place: Aswan, Egypt

Date: February 25, 2026

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Rajesh Madhukar Sheth

Chief Financial Officer

Place: Pune

Date: February 25, 2026

DECLARATION

I, Manish Sharma, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by me in this Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any experts or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE BY SELLING SHAREHOLDER

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Signed by Manish Sharma

Place: Pune

Date: February 25, 2026

DECLARATION

I, Ashwini Amit Dixit, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by me in this Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any experts or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Signed by Ashwini Amit Dixit

Place: Pune

Date: February 25, 2026

DECLARATION

We, A91 Emerging Fund II LLP, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by us in this Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of A91 Emerging Fund II LLP

Name: Gautam Mago

Place: Mumbai

Date: February 25, 2026

DECLARATION

We, NRJN Family Trust (represented by Entrust Family Office Legal and Trusteeship Services Private Limited), acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by us in this Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of NRJN Family Trust (represented by Entrust Family Office Legal and Trusteeship Services Private Limited)

Name: Sreepriya N S

Place: Bangalore

Date: February 25, 2026

DECLARATION

We, Xponentia Opportunities Fund II, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by us in this Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of Xponentia Opportunities Fund II

Name: Shilpa Jadhav

Place: Mumbai

Date: February 25, 2026

DECLARATION

We, 360 One Special Opportunities Fund – Series 8, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by us in this Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of 360 One Special Opportunities Fund – Series 8

Name: Animesh Pandey

Place: Mumbai

Date: February 25, 2026

DECLARATION

We, 360 One Monopolistic Market Intermediaries Fund, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by us in this Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of 360 One Monopolistic Market Intermediaries Fund

Name: Animesh Pandey

Place: Mumbai

Date: February 25, 2026

DECLARATION

We, Xponentia Opportunities Limited, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by us in this Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of Xponentia Opportunities Limited

Name: Mahmade Rehza Hassen Auliar

Place: Trianon, Mauritius

Date: February 25, 2026

DECLARATION

We, Mace Private Limited, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by us in this Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of Mace Private Limited

Name: Doonaye Sookye

Place: Port-Louis, Mauritius

Date: February 25, 2026

DECLARATION

We, HDFC Life Insurance Company Limited, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by us in this Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any expert or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of HDFC Life Insurance Company Limited

Name: Prasun Gajri

Place: Mumbai

Date: February 25, 2026

DECLARATION

We, Society for Innovation and Entrepreneurship, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by us in this Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any experts or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of Society for Innovation and Entrepreneurship

Name: Mr. Prasad Shetty

Place: Mumbai

Date: February 25, 2026

DECLARATION

I, Cyrus Jamshed Guzder, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by me in this Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed by Cyrus Jamshed Guzder

Place: Mumbai

Date: February 25, 2026

DECLARATION

I, Devang Mehta, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by me in this Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed by Devang Mehta

Place: US

Date: February 25, 2026

DECLARATION

I, Atul Hiralal Shah, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by me in this Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed by Atul Hiralal Shah

Place: Mumbai

Date: February 25, 2026

DECLARATION

I, Bakul Hiralal Shah, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by me in this Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Signed by Bakul Hiralal Shah

Place: Mumbai

Date: February 25, 2026

DECLARATION

I, Bhavya Kapoor, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by me in this Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed by Bhavya Kapoor

Place: Mumbai

Date: February 25, 2026

DECLARATION

Capri Global Holdings Private Limited, hereby confirm that all statements and undertakings specifically made by them in this Red Herring Prospectus in relation to themselves, as a Selling Shareholder and their respective portion of the Offered Shares, are true and correct. Capri Global Holdings Private Limited, assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any experts or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDERS

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Signed for and on behalf of Capri Global Holdings Private Limited

Name: Mr. Suresh Gattani

Place: Mumbai

Date: February 25, 2026

DECLARATION

I, Devinjit Singh, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by me in this Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed by Devinjit Singh

Place: Mumbai

Date: February 25, 2026

DECLARATION

We, Himanshu Kantilal Sanghavi HUF, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by us in this Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any experts or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed by Himanshu Kantilal Sanghavi HUF Karta

Place: Mumbai

Date: February 25, 2026

DECLARATION

I, Perumal Ramamurthy Srinivasan, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by me in this Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed by Perumal Ramamurthy Srinivasan

Place: Mumbai

Date: February 25, 2026

DECLARATION

I, Rahul Bahri, acting as a Selling Shareholder, hereby confirm that all statements and undertakings specifically made by me in this Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed by Rahul Bahri

Place: Mumbai

Date: February 25, 2026

DECLARATION

SVS Trust No IV, hereby confirm that all statements and undertakings specifically made by them in this Red Herring Prospectus in relation to themselves, as a Selling Shareholder and their respective portion of the Offered Shares, are true and correct. SVS Trust No IV assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any experts or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of SVS Trust No IV

Name: Shivanand Vassudev Salgaocar

Place: Vasco-Da-Gama, Goa

Date: February 25, 2026

DECLARATION

Venktesh Investment and Trading Company Private Limited, hereby confirm that all statements and undertakings specifically made by them in this Red Herring Prospectus in relation to themselves, as a Selling Shareholder and their respective portion of the Offered Shares, are true and correct. Venktesh Investment and Trading Company Private Limited assume no responsibility for any other statements, disclosures and undertakings, including any of the statements, disclosures and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any experts or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

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Signed for and on behalf of Venktesh Investment and Trading Company Private Limited

Name: Mr. Vijaykumar Taparia

Place: Mumbai

Date: February 25, 2026